

OCTOBER 2025

GATE CM Fund SICAV

SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE

PROSPECTUS

No person is authorised to give any information other than that contained in this Prospectus and in documents referred to herein. The original English text of this Prospectus is the legal and binding version.

IMPORTANT

The main part of the Prospectus describes the nature of the Company (the **Main Part**), presents its general terms and conditions and sets out its management and investment parameters which apply to the Company as well as to the different Sub-Funds that compose the Company.

The investment policy of each Sub-Fund, as well as its specific features, is described in the Appendices attached to this Prospectus.

The Directors of the Company, whose names appear hereafter, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the importance of such information. The Directors accept responsibility accordingly.

The shares of the Company are offered solely on the basis of the information and representations contained in this Prospectus and any further information given or representations made by any person may not be relied upon as having been authorised by the Company or the Directors. Neither the delivery of this Prospectus nor the issue of shares shall under any circumstances create any implication that there has been no change in the affairs of the Company since the date hereof.

The information contained in this Prospectus will be supplemented by the financial statements and further information contained in the latest annual and semi-annual reports of the Company, copies of which may be obtained free of charge at the registered office of the Company.

The Company is an open-ended investment company organised as an investment company with variable capital (*société d'investissement à capital variable* - **SICAV**). The Company is registered under Part I of the 2010 Law as defined hereinafter. The above registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the investments held by the Company. Any representation to the contrary is unauthorised and unlawful.

The distribution of this Prospectus and the offering of shares in certain jurisdictions may be restricted and accordingly, persons into whose possession of this Prospectus may come are required by the Company to inform themselves of and to observe any restrictions affecting any subscription and all applicable laws and regulations of relevant jurisdictions.

This Prospectus does not constitute an offer or solicitation to any person in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it would be unlawful to make such offer or solicitation.

United States: The Company's shares have not been, and will not be, registered under the United States Securities Act of 1933 (the **1933 Act**), any of the securities laws of any of the States of the United States. The Company has not been and will not be registered under the United States Investment Companies Act of 1940 (the **1940 Act**), as amended, nor under any other US federal

laws. Therefore, the shares of the Company in the Sub-Funds described in the Prospectus may not be offered or sold directly or indirectly in the United States of America (including any of its states, territories and possessions and all areas subject to its jurisdiction), except pursuant to an exemption from the registration requirements of the 1933 Act and the 1940 Act, nor to or for the benefit of any US Person.

A US Person is any person who:

- (i) is a United States person within the meaning of Section 7701(a)(30) of the US Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder;
- (ii) is a US person within the meaning of Regulation S under the 1933 Act (17 CFR § 230.902(k));
- (iii) is not a Non-United States person within the meaning of Rule 4.7 of the US Commodity Futures Trading Commission Regulations (17 CFR § 4.7(a)(1)(iv));
- (iv) is in the United States within the meaning of Rule 202(a)(30)-1 under the 1940 Act; or
- (v) is any trust, entity or other structure formed for the purpose of allowing US Persons to invest in the Company.

Generally: the above information is for general guidance only, and it is the responsibility of any person or persons in possession of this Prospectus and wishing to make application for shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for shares should inform themselves as to legal requirements also applying and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

For further information, please refer to the table of contents of this Prospectus. If you are in any doubt about the contents of this document you should consult your stockbroker, bank manager, accountant or other professional adviser.

Defined terms shall have the meaning ascribed to them under "**DEFINITIONS**" below.

In view of economic and share market risks, no assurance can be given that the Company will achieve its investment objectives and the value of the shares can rise or fall.

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general meetings of shareholders, if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, (i) it may not be possible for the investor to exercise certain shareholder rights directly against the Company, and (ii) investors' rights to indemnification in the event of NAV errors / non-compliance with the investment rules applicable to a Sub-Fund / other errors at the level of the Company may be impacted and only exercisable indirectly. Investors are advised to take advice on their rights.

Where an error/non-compliance occurs at the level of the Company, and where compensation shall be paid out to investors as a result of the corrective actions, financial intermediaries are required to have in place the necessary arrangements to trace back the intermediation chain in order to ensure that compensation may be paid out to each final beneficiary in accordance with CSSF Circular 24/856.

Should the Company not be in a position to pay out compensation in compliance with the criteria set out in the above paragraph, all necessary information related to the error/non-compliance within the meaning of CSSF Circular 24/856 should be provided, to the extent possible, to the financial intermediaries acting on behalf of other investors, in order for these financial intermediaries to take on their responsibility and proceed to the necessary compensation towards these other investors.

Data Protection

In accordance with the EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC accompanied with any implementing legislation applicable to them (together, the **Data Protection Law**), personal data of investors (including prospective investors) and of other individuals (including, but not limited to, directors, managers, agents and other representatives or employees of the investors) whose personal information (**Data Subject**), collected and provided to the Company and the Management Company in the context of the investor's investments in the Company may be stored on computer systems by electronic means or other means and processed by the Company as data controller, and may be processed in certain circumstances by the Management Company and third party service providers acting as their delegates such as the central administration, as a data processor of the Company.

In certain circumstances, the Management Company and the delegates of the Company acting as data processor may, however, also act as data controller if and when processing personal data for the purposes of complying with their own legal and regulatory obligations (in particular in the context of their own AML and KYC related processes).

The Company is committed to protecting the personal data of the Data Subjects, and have taken all necessary steps, to ensure compliance with the Data Protection Law in respect of personal data processed by it in connection with investments made into the Company.

This includes (non-exclusively) actions required in relation to: information about processing of the investors' personal data and, as the case may be, consent mechanisms; procedures for responding to requests to exercise individual rights; contractual arrangements with suppliers and other third parties; security measures; arrangements for overseas data transfers and record keeping and reporting policies and procedures.

Personal data shall have the meaning given in the Data Protection Law and includes (non-exclusively) any information relating to an identified or identifiable individual, such as the investor's name, address, invested amount, the investor's individual representatives' names as well as the name of the ultimate beneficial owner, where applicable, and such investor's bank account details.

Personal data will be processed for the purpose of performing the Company's, the Management Company's or the delegates' contractual obligations such as administration and management of

the shares, processing of subscriptions, redemptions and conversions, and will also be processed in compliance with the legal obligations under Luxembourg law (such as the 2010 Law and the 1915 Law, prevention of terrorism financing and anti-money laundering legislation, prevention and detection of crime, tax law) and all other laws and regulations as may be issued by the European competent authorities, where necessary for the purposes of the Company's, the Management Company's or their delegates' legitimate interests.

Personal data provided directly by Data Subjects in the course of their relationship with the Company, in particular their correspondence and conversation with the Company, the Management Company or their delegates may be recorded, and processed in compliance with the Data Protection Law.

The Company, the Management Company or their delegates may share the personal data to their affiliates and to other entities which may be located outside the EEA. In such case they will ensure that the personal data are protected by appropriate safeguards.

The personal data may also be shared, in exceptional circumstances, with any courts and/or legal, regulatory, tax, government authorities in various jurisdictions as required by applicable law or regulation.

In compliance with the Data Protection Law, the Data Subjects have certain rights including the right to access their personal data, the right to have incomplete or inaccurate personal data corrected, the right to object to and to restrict the use of the personal data, the right to ask for the deletion of their personal data, the right to receive their personal data in a structured, commonly used and machine-readable formatted and to transmit those data to another controller.

The Data Subjects have the right to submit queries or lodge a complaint about the processing of their personal data with the relevant data protection authority.

The personal data are not kept for longer than is necessary for the purposes for which they are processed.

When subscribing to the Shares, each investor will be informed of the processing of his/her personal data (or, when the investor is a legal person, of the processing of such investor's individual representatives and/or ultimate beneficial owners' personal data) via a data protection notice which will be made available i) in the application form issued by the Company to the investors and ii) at the registered office of the Company upon request. This data protection notice will inform the investors about the processing activities undertaken by the Company, the Management Company and their delegates in more details.

DEFINITIONS	9
DIRECTORY	16
I. THE COMPANY	18
II. MANAGEMENT COMPANY	18
III. INVESTMENT MANAGER	20
IV. GLOBAL DISTRIBUTOR.....	20
V. DEPOSITARY.....	20
VI. UCI ADMINISTRATOR AND DOMICILIARY AGENT.....	22
VII. INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS	23
1. Investment objectives	23
2. Investment Policies of the Sub-Funds.....	23
3. Investment restrictions	24
VII. RISK FACTORS	36
1. General comment.....	36
2. Fluctuations in prices and performance	36
3. Regulatory provisions	36
4. Risks incurred by the shareholders	36
5. Investment objective	36
6. Hedged share classes	37
7. Suspension of trading in shares.....	37
8. Potential conflicts of interest	37
9. Tax	37
10. Legal context.....	38
11. Legal Risk	38
12. Accounting practices	38
14. Sustainability risk	39
15. Market efficiency and regulatory risk.....	40
16. Ownership of foreign transferable securities	41
17. Execution and counterparty risk.....	41
18. Custody risk	42
19. Operational Risk	42
20. Liquidity risk.....	42
21. Foreign exchange risk.....	42
22. Securities not admitted to the stock exchange	Error! Bookmark not defined.
23. Small and mid-cap companies	42
24. Commodities	43
25. Other UCIs investment risk.....	43
26. Interest rate risk	43
27. Credit risk	43
28. High-yield bonds risk	44
29. Convertible bonds risk	44
30. Structured products embedding derivatives risk .	Error! Bookmark not defined.

31. Equity Linked Note risk	44
32. Financial Derivative Instruments risk.....	45
33. Risks related to investments in frontier, emerging and developing markets..	47
34. Risks related to investment in China A Shares through Shanghai-Hong Kong Stock Connect	47
35. Political, Economic and Social Risks in Mainland China.....	49
36. Mainland China Economic Risks	49
37. Legal and Regulatory Risk in Mainland China	49
38. Risks relating to the China Interbank Bond Market (the CIBM).....	50
39. Risks relating to investment CIBM via Northbound Trading Link under Bond Connect.....	51
40. Risks relating to performance fee calculation.....	51
41. ESG bond structures risk	52
VIII. SHARES	52
1. Classes of Shares	53
2. Hedged Classes of Shares.....	53
IX. SHARE DEALING	54
1. ISSUANCE OF SHARES	54
2. REDEMPTION OF SHARES	57
3. CONVERSION OF SHARES.....	59
X. PREVENTION OF MARKET TIMING AND LATE TRADING RISKS	60
XI. LISTING.....	60
XII. CALCULATION AND PUBLICATION OF THE NET ASSET VALUE OF SHARES AND THE ISSUE, REDEMPTION AND CONVERSION PRICES OF SHARES	60
XIII. TEMPORARY SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE OF SHARES AND THE ISSUE, REDEMPTION AND CONVERSION PRICES OF SHARES	63
XIV. GENERAL MEETINGS OF SHAREHOLDERS AND FINANCIAL YEAR	64
XV. PERIODICAL REPORTS AND PUBLICATIONS	64
XVI. DIVIDEND DISTRIBUTION.....	65
XVII. TAX TREATMENT OF THE COMPANY AND ITS SHAREHOLDERS.....	66
1. Taxation of the Company	66
2. Withholding tax	67
XVIII. CHARGES AND EXPENSES	72
Expenses for the creation of any Sub-Fund, including related fees and expenses of the legal and tax advisers in Luxembourg and abroad, will be borne by the relevant Sub- Fund and amortised over a period of up to five years.	72
1. Management Company fees	72
2. Depositary fees, Administration fee and Domiciliary fees	72
3. Other fees	73
XIX. DISSOLUTION OF THE COMPANY	73

XX. LIQUIDATION AND MERGER OF SUB-FUNDS	73
1. Liquidation of a Sub-Fund	73
2. Merger with another Sub-Fund or with another undertaking for collective investment	74
3. Consolidation / Split of Classes of Shares	74
4. Split of Sub-Funds	74
LIST OF APPENDICES.....	75
APPENDIX I.....	76
1. INVESTMENT OBJECTIVE	76
2. INVESTMENT POLICY	76
3. DURATION OF THE SUB-FUND.....	77
4. SUB-FUND REFERENCE CURRENCY	77
5. USE OF DERIVATIVES	77
6. RISK NOTICES	77
7. METHOD FOR MEASURING GLOBAL EXPOSURE OF THE SUB-FUND	78
8. INVESTOR PROFILE.....	78
9. INVESTMENT MANAGER.....	78
10. GLOBAL DISTRIBUTOR.....	78
11. DESCRIPTION OF THE SHARES.....	78
12. DISTRIBUTION POLICY.....	81
13. CHARGES AND EXPENSES	81
14. SHARE DEALING	81
15. DISCLOSURES.....	82
ANNEX.....	85

DEFINITIONS

Articles	The articles of incorporation of the Company, as amended from time to time.
Approved Statutory Auditor	The entity listed under the Directory or such other entity as may be appointed from time to time.
Benchmark Regulation	Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds, as amended from time to time
Beneficial owner	Beneficial owner as defined within section "Prevention of Money Laundering and Counter the Financing of Terrorism (AML/CFT) Provisions" of this Prospectus.
Board of Directors	The board of directors of the Company.
Business Day	Any day on which banks in Luxembourg are open for business except for 24 December, unless defined otherwise in the Appendix for a Sub-Fund.
CDR (EU) 2020/1818	Commission Delegated Regulation (EU) 2020/1818 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards minimum standards for EU Climate Transition Benchmarks and EU Paris-aligned Benchmarks.
China or PRC or Mainland China	The People's Republic of China (excluding Hong Kong, the Macau Special Administrative Region and Taiwan) and the term "Chinese" shall be construed accordingly.
CIBM	The China Interbank Bond Market.
Class of Shares or Class	A class of shares of a Sub-Fund created by the Company having a specific distribution policy, sales and redemption mechanism, fee structure, holding requirements, currency and hedging policy or other specific characteristics.
Commitment Approach	A method of calculation of global exposure as detailed in applicable laws and regulations including but not limited to CSSF Circular 11/512, as amended from time to time.
Company	GATE CM Fund SICAV, an investment company with variable capital (<i>société d'investissement à capital variable</i>).

CNH	Renminbi traded in the offshore market of mainland China.
CSRC	The China Securities Regulatory Commission.
CRS	The Organisation for Economic Co-operation and Development's common reporting standard.
CSSF	<i>Commission de Surveillance du Secteur Financier</i> , the supervisory authority in Luxembourg of the financial sector.
Cut-Off	Day and time by which subscription, redemption or conversion orders must be received, as defined in the relevant Appendix.
Data	Any information concerning investors who are natural persons and other related natural persons such as their representatives, and/or authorised signatories and ultimate beneficial owner(s) which allows them to be directly or indirectly identified.
Depository	The entity listed under the Directory or such other entity as may be appointed from time to time.
Depository Agreement	The agreement entered into between the Company, the Management Company and the Depository governing the appointment of the Depository, as may be amended or supplemented from time to time.
Domiciliary Services Agreement	The agreement entered into between the Company and the Domiciliary Agent governing the appointment of the Domiciliary Agent, as may be amended or supplemented from time to time.
Director(s)	A member of the Board of Directors.
Domiciliary Agent	The entity listed under the Directory or such other entity as appointed from time to time.
Eligible State	Any Member State or other State in Europe, Asia, Oceania, the Americas or Africa.
ESG	Environmental, Social and Governance considerations.
ESG Factors	ESG issues that may present risks or opportunities as well as Sustainability Risks.

ESMA	The European Securities and Markets Authority, an independent EU Authority that contributes to safeguarding the stability of the European Union's financial system by enhancing the protection of investors and promoting stable and orderly financial markets.
Euro or EUR	Currency of the Member States of the European Union that use the single currency.
EU	The European Union.
FATCA	The Foreign Account Tax Compliance Act.
Institutional Investors	Institutional investors as defined in Article 174 of the 2010 Law and by the administrative practice of the CSSF and the Luxembourg <i>Administration de l'enregistrement et des domaines</i> .
Investment Adviser	The person appointed to provide investment advice, if any.
Investment Grade	Securities with a rating of at least BBB- from Standard & Poor's or Fitch Ratings or at least Baa3 from Moody's Investor Services, or which are judged to be of equivalent quality based on similar credit criteria at the time of acquisition. In the event of a split rating, the better rating can be used.
Investment Manager	The entity or entities listed in the Directory or such other entity or entities as may be appointed from time to time.
Key Information or KID	The key information document containing information on each Class of Shares of the Company in compliance with the relevant provisions of Regulation (EU) 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for package retail and insurance-based investment products (PRIIPS), and Commission Delegated Regulation (EU) 2017/653 of 8 March 2017 supplementing Regulation (EU) No 1286/2014 of the European Parliament and of the Council on key information documents for packaged retail and insurance-based investment products (PRIIPs) by laying down regulatory technical standards with regard to the presentation, content, review and revision of key information documents and the conditions for fulfilling the requirement to provide such documents. Information on Classes of Shares launched shall be available on the website www.luxcellence.com . The Company draws the attention of the investors to the fact that before any subscription of shares, investors should consult the KIDs on Classes of Shares available on the website

www.luxcellence.com. A paper copy of the KIDs may also be obtained at the registered office of the Company or of the distributors, free of charge.

Legal Advisor	The entity listed under the Directory or such other entity as may be appointed from time to time.
Management Company	The entity listed under the Directory or such other entity as may be appointed from time to time.
Management Company Agreement	The agreement entered into between the Company and the Management Company governing the appointment of the Management Company, as may be amended or supplemented from time to time.
Member State	As defined in the 2010 Law.
Money Market Instruments	Instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time and fulfil one of the following criteria: they have a maturity at issuance of up to and including 397 days, they have a residual maturity of up to and including 397 days, they undergo regular yield adjustments in line with money market conditions at least every 397 days, their risk profile, including credit and interest rate risks, corresponds to that of financial instruments with above characteristics.
Net Asset Value or NAV	In relation to any Class of Shares in a Sub-Fund, the value of the net assets of that Sub-Fund attributable to that Class and calculated in accordance with the provisions described in Section XII of this Prospectus.
Non-Member State	Any state which is not a Member State.
OTC	Over-the-counter which refers to the process of how securities are traded via a broker-dealer network as opposed to a centralised exchange.
Other UCI	An undertaking for collective investment as defined in the 2010 Law.
Prospectus	The present prospectus including all appendices and supplements, as may be amended from time to time.
Reference Currency	Currency in which a Sub-Fund or Class of Shares is denominated.

Regulated Market	Regulated market as defined in Directive 2014/65/EU of 15 May 2014 on markets in financial instruments (Directive 2014/65/EU), i.e. a market on the list of regulated markets prepared by each Member State, that functions regularly characterised by the fact that the regulations issued or approved by the competent authorities set out the conditions of operation and access to the market, as well as the conditions that a given financial instrument must meet in order to be traded on the market, compliance with all information and transparency obligations prescribed in Directive 2014/65/EU, as well as any other regulated, recognised market open to the public in an Eligible State that operates regularly.
RESA	<i>Recueil Electronique des Sociétés et Associations</i> , the Electronic Compendium of Companies and Associations.
SAFE	The PRC State Administration of Foreign Exchange.
SFDR	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector.
SFT	A Securities Financing Transaction means (i) a repurchase transaction, (ii) securities lending and securities borrowing, (iii) a buy-sell back transaction or sell-buy back transaction. (iv) a margin lending transaction as defined under SFTR.
SFTR	Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transaction and of reuse and amending Regulation (EU) No 648/012.
SICAV	<i>Société d'investissement à capital variable</i> , an investment company with variable capital subject to Part I of the 2010 Law which has adopted the legal corporate form of a <i>société anonyme</i> governed by the law of 10 August 1915 on commercial companies.
Sub-Fund	Refers to one of the sub-funds of the Company.
Sustainability Risk	An environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the

	investments of each Sub-Fund, in line with Article 1 (22) of SFDR.
Taxonomy Regulation	Regulation (EU) 2020/852 (Taxonomy) of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment.
Transferable Securities	As defined in Article 1(34) of the 2010 Law.
UCI	Undertaking for collective investment.
UCI Administration Agreement	The agreement entered into between the Management Company, the Company and the UCI Administrator governing the appointment of the UCI Administrator, as may be amended or supplemented from time to time.
UCI Administrator	The entity listed under the Directory or such other entity as may be appointed from time to time.
UCITS	Undertaking for collective investment in transferable securities authorised in accordance with the UCITS Directive.
UCITS Directive	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investments in transferable securities (UCITS), as amended by the Directive 2014/91/EU on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards depositary functions remunerations policies and sanctions.
USD	United States Dollars, the lawful currency of the United States of America.
Valuation Day	Business Day as of which the Company's assets will be valued as defined in the relevant Appendix.
VAT	Value Added Tax.
2005 Law	Law of 21 June 2005 transposing in Luxembourg law the Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest rate payments.

2010 Law

Law of 17 December 2010 concerning undertakings for collective investment, as amended from time to time.

2015 Law

Law of 18 December 2015 transposing Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the **EUR CRS Directive**).

DIRECTORY

Board of Directors

Chairman:

Stephane Salino,

1 Chemin du Couchant, 1265 La Cure, Switzerland

Members:

Jean-Marie Bettinger,

91 Route de Esch, L-3230 Bettembourg, Grand Duchy of Luxembourg

Alain Emile F. Leriche,

58 Rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg

Registered office:

5 Allée Scheffer

L-2520 Luxembourg

Grand Duchy of Luxembourg

Management Company

Luxcellence Management Company S.A.

2, rue Jean L'Aveugle

L-1148 Luxembourg

Grand Duchy of Luxembourg

Board of Directors of the Management Company:

Carole ETIENVRE, Chairwoman

Grégory CABANETOS, Managing Director

Jean-Luc Jacquemin, Independent Director

Aurélien VEIL, Director

Conducting Officers of the Management Company:

Grégory CABANETOS, Managing Director

Pascal PIRA, Conducting Officer

Gérald STADELMANN, Conducting Officer

Armelle CONTI, Conducting Officer

Investment Manager

GATE Capital Management S.A.

2 Rue de Jargonnant

1207 Genève

Switzerland

UCI Administrator, Depository Bank and Domiciliary Agent

CACEIS Bank, Luxembourg Branch

5 Allée Scheffer

L-2520 Luxembourg

Grand Duchy of Luxembourg

Global Distributor

Acolin Europe AG

Line Eid Strasse 6
78467 Konstanz
Germany

Approved Statutory Auditor

KPMG Audit S.à r.l.

39, avenue John F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

Legal Advisor in Luxembourg

Ogier (Luxembourg) SCS

14-16, Avenue Pasteur
L-2310 Luxembourg
Grand Duchy of Luxembourg

I. THE COMPANY

The Company is an open-ended investment company with variable capital with multiple compartments (*société d'investissement à capital variable (SICAV) à compartiments multiples*) governed by Luxembourg law, established in accordance with the provisions of Part I of the 2010 Law.

The Company was incorporated on 25 August 2025 for an unlimited period under the name of GATE CM Fund SICAV. The Articles were published in the RESA on 10 September 2025.

The Company's registered office is at 5, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg and the Company is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B299639.

The Company's capital shall at all times be equal to the value of its total net assets. The minimum capital required by law is EUR 1,250,000 (or currency equivalent), such minimum capital to be reached within 12 months of incorporation.

II. MANAGEMENT COMPANY

The Company has appointed Luxcellence Management Company S.A. as its management company under the terms of a management company agreement.

Under the Management Company Agreement, the Management Company provides collective portfolio management services in accordance with the 2010 Law and as specified in the Management Company Agreement, subject to the overall supervision and control of the Board of Directors.

As provided in Appendix II of the 2010 Law, these services encompass the following tasks:

- Portfolio management;
- Administration;
- Marketing.

Luxcellence Management Company S.A. was incorporated in Luxembourg on 31 January 1994 as a public company (*société anonyme*) governed by Luxembourg law and is registered on the list of management companies authorised by the CSSF. The Management Company has its registered office at 2, Rue Jean L'Aveugle, L-1148 Luxembourg, Grand Duchy of Luxembourg. The Management Company is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B46.546.

The Management Company's articles of incorporation may be obtained at the *Registre de Commerce et des Sociétés*.

As of the date of this Prospectus, its share capital amounts to EUR 1,000,000-.

The Management Company is wholly owned by CACEIS S.A., the holding company of CACEIS Group, and is part of the same group as CACEIS Bank, Luxembourg Branch.

The Management Company is authorised and supervised by the CSSF pursuant to Chapter 15 of the 2010 Law.

The Management Company Agreement is concluded for an indefinite period of time and may be terminated by either party upon a 3 months prior written notice or forthwith by notice in writing in the specific circumstances provided in such agreement.

The Management Company may delegate certain of its duties to third parties. Third parties to whom such functions have been delegated by the Management Company will be remunerated directly by the Company, except as otherwise provided hereinafter.

The Management Company shall at all times act in the best interests of the shareholders and according to the provisions set forth by the 2010 Law, the Prospectus and the Articles.

In fulfilling its responsibilities set forth by the 2010 Law and the Management Company Agreement, the Management Company is permitted to delegate all or a part of its functions and duties to third parties, provided that it retains ultimate responsibility and oversight over such delegates. The appointment of third parties is subject to the approval of the Company and the CSSF.

The Management Company may act as the management company of other open-ended undertakings for collective investment. The names of these other undertakings for collective investment are available upon request.

Remuneration policy

In accordance with the UCITS Directive and any derived or connected EU or national act, statute, regulation, circular or binding guidelines (the **UCITS Rules**), the Management Company has established and applies a remuneration policy and practices that are consistent with, and promote, sound and effective risk management and that does not encourage risk taking which is inconsistent with the risk profile and the Articles.

The Management Company's remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the Company and its investors and includes measures to avoid conflicts of interest.

Fixed and variable components of total remuneration are appropriately balanced and the fixed remuneration component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

If and to the extent applicable, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company managed by the Management Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period.

The details of the Management Company's remuneration policy are available on the following website https://www.luxcellence.com/files/Remuneration-policy_EN.pdf. A paper copy of the remuneration policy will be made available free of charge to the investors of the Company upon request to the Management Company.

III. INVESTMENT MANAGER

Pursuant to an investment management agreement (the **Investment Management Agreement**), the Management Company with the consent of the Company has delegated, under its supervision and ultimate responsibility, the daily management of the assets of the Sub-Funds to an Investment Manager as described in the Appendix for each Sub-Fund.

GATE Capital Management S.A., whose registered office is at Rue de Jargonnant 2, 1207 Genève, was incorporated on 16 November 2021. Its main activities are asset management and advisory services. It is in the process of being registered with the FINMA.

For its services as Investment Manager, GATE Capital Management S.A. shall receive remuneration paid out of the Company's net assets as described in the Appendix for each Sub-Fund, it being understood that (i) part of the remuneration paid to the Investment Manager may be retroceded to sub-distributors (including but not limited to placement agents) (ii) all or part of the remuneration paid to the Investment Manager may be subject to rebates.

IV. GLOBAL DISTRIBUTOR

Pursuant to a global distribution agreement (the **Global Distribution Agreement**), the Management Company with the consent of the Company has delegated, under its supervision and ultimate responsibility, the marketing function of the shares of the Company to a global distributor, *ie*, Acolin Europe AG.

The global distributor may delegate under its responsibility and at its own costs or at the Company's costs such functions as it deems appropriate to any other sub-distributor permitted to be a distributor of the shares by the competent authority in the jurisdiction of the sub-distributor.

The Management Company, the global distributor and any appointed sub-distributor will take the necessary measures to prevent late trading and market timing practices in compliance with all requirements of the CSSF Circular dated 17 June 2004 concerning the protection of undertakings for collective investment and their investors against late trading and market timing practices.

For its services, the global distributor shall receive remuneration paid out of the Company's net assets as described in the Appendix for each Sub-Fund, it being understood that (i) part of the remuneration paid to the global distributor may be retroceded to sub-distributors (including but not limited to placement agents), (ii) all or part of the remuneration paid to the global distributor may be subject to rebates.

V. DEPOSITARY

CACEIS Bank, Luxembourg Branch has been appointed as Depositary for the Company pursuant to a Depositary Agreement.

CACEIS Bank, Luxembourg Branch is acting as the Company's Depositary in accordance with a Depositary Agreement as amended from time to time and the relevant provisions of the 2010 Law.

CACEIS Bank acting through its Luxembourg branch (CACEIS Bank, Luxembourg Branch) is a public limited liability company (*société anonyme*) incorporated under the laws of France having its registered office located at 89-91, rue Gabriel Péri, 92120 Montrouge, France, registered with

the French Register of Trade and Companies under number 692 024 722 RCS Paris. It is an authorised credit institution supervised by the European Central Bank (**ECB**) and the *Autorité de contrôle prudentiel et de résolution* (**ACPR**). It is further authorised to exercise through its Luxembourg branch banking and central administration activities in Luxembourg.

Shareholders may consult upon request at the registered office of the Company, the Depositary Agreement to have a better understanding and knowledge of the limited duties and liabilities of the Depositary.

The Depositary has been entrusted with the custody and/or, as the case may be, record keeping and ownership verification of the Sub-Fund's assets, and it shall fulfil the obligations and duties provided for by Part I of the 2010 Law. In particular, the Depositary shall ensure an effective and proper monitoring of the Company' cash flows.

In due compliance with the rules applicable to the Company (the **UCITS Rules**), the Depositary shall:

- i. ensure that the sale, issue, re-purchase, redemption and cancellation of shares of the Company are carried out in accordance with the applicable national law and the UCITS Rules or the Articles;
- ii. ensure that the value of the shares is calculated in accordance with the UCITS Rules, the Articles and the procedures laid down in the UCITS Directive;
- iii. carry out the instructions of the Company, unless they conflict with the UCITS Rules, or the Articles;
- iv. ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and
- v. ensure that an Company's income is applied in accordance with the UCITS Rules and the Articles.

The Depositary may not delegate any of the obligations and duties set out in (i) to (v) of this clause.

In compliance with the provisions of the UCITS Directive, the Depositary may, under certain conditions, entrust part or all of the assets which are placed under its custody and/or recordkeeping to correspondents or third party custodians as appointed from time to time. The Depositary's liability shall not be affected by any such delegation, unless otherwise specified, but only within the limits as permitted by the 2010 Law.

A list of these correspondents/third party custodians are available on the website of the Depositary (<http://www.caceis.com>, section "*veille réglementaire*"). Such list may be updated from time to time. A complete list of all correspondents/third party custodians may be obtained, free of charge and upon request, from the Depositary. Up-to-date information regarding the identity of the Depositary, the description of its duties and of conflicts of interest that may arise, the safekeeping functions delegated by the Depositary and any conflicts of interest that may arise from such a delegation are also made available to shareholders on the website of the Depositary, as mentioned above, and upon request. There are many situations in which a conflict of interest may arise, notably when the Depositary delegates its safekeeping functions or when the Depositary also performs other tasks

on behalf of the Company, such as administrative agency and registrar agency services. These situations and the conflicts of interest thereto related have been identified by the Depositary. In order to protect the Company's and its shareholders' interests and comply with applicable regulations, a policy and procedures designed to prevent situations of conflicts of interest and monitor them when they arise have been set in place within the Depositary, aiming namely at:

- a. identifying and analysing potential situations of conflicts of interest;
- b. recording, managing and monitoring the conflict of interest situations either in:
 - relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or
 - implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

The Depositary has established a functional, hierarchical and/or contractual separation between the performance of its UCITS depositary functions and the performance of other tasks on behalf of the Company, notably, administrative agency and registrar agency services.

The Company and the Depositary may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. The Company may, however, dismiss the Depositary only if a new depositary bank is appointed within two (2) months to take over the functions and responsibilities of the Depositary. After its dismissal, the Depositary must continue to carry out its functions and responsibilities until such time as the entire assets of the Sub-Funds have been transferred to the new depositary bank.

The Depositary has no decision-making discretion nor any advice duty relating to the Company's investments. The Depositary is a service provider to the Company and is not responsible for the preparation of this Prospectus and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the Company.

VI. UCI ADMINISTRATOR AND DOMICILIARY AGENT

Pursuant to a UCI administration agreement (the **UCI Administration Agreement**), The Management Company with the consent of the Company has delegated, under its supervision and ultimate responsibility, the registrar function, the NAV calculation and accounting function, and the client communication function as defined in CSSF Circular 22/811 on the authorisation and organisation of entities acting as UCI administrator to CACEIS Bank, Luxembourg Branch which acts as the UCI Administrator of the Company.

The registrar function encompasses all tasks necessary to the maintenance of the Company's register and performs the registrations, alterations or deletions necessary to ensure its regular update and maintenance.

The NAV calculation and accounting function is responsible for the correct and complete recording of transactions to adequately keep the Company's books and records in compliance with applicable legal, regulatory and contractual requirements as well as corresponding accounting principles. It is also responsible for the calculation and production of the NAV of the Company in accordance with the applicable regulation in force.

The client communication function is comprised of the production and delivery of the confidential documents intended for investors.

CACEIS Bank, Luxembourg Branch, may outsource, for the performance of its activities, IT and operational functions related to its activities as UCI Administrator, in particular as registrar and transfer agent activities including shareholders and investor services, with other entities of the group CACEIS located in Europe or in third countries, and notably the United Kingdom, Canada and Malaysia. In this context, CACEIS Bank, Luxembourg Branch may be required to transfer to the outsourcing provider data related to the investor, such as name, address, date and place of birth, nationality, domicile, tax number, identity document number (in case of legal entities: name, date of creation, head office, legal form, registration numbers on the company register and/or with the tax authorities and persons related to the legal entity such as investors, economic beneficiaries and representatives), etc.. In accordance with Luxembourg law, CACEIS Bank, Luxembourg Branch has to disclose a certain level of information regarding the outsourced activities to the Company, which will communicate these information to the investors. The Company will communicate to the investors any material changes to the information disclosed in this paragraph prior to their implementation.

The list of countries where the group CACEIS is located is available on the Internet site www.caceis.com. We draw your attention to the fact that this list could change over time.

In addition, the Company has appointed CACEIS Bank, Luxembourg Branch as the Company's Domiciliary Agent under the terms of a Domiciliary Services Agreement.

As Domiciliary Agent, CACEIS Bank, Luxembourg Branch is primarily responsible for receiving and keeping safely any and all notices, correspondence, or other representations and communications received for the account of the Company, as well as for providing such other facilities as may from time to time be necessary in the course of the day-to-day administration of the Company.

The UCI Administrator and the Domiciliary Agent are remunerated by the Company in accordance with customary practice in the Luxembourg financial market. Such remuneration is expressed as a percentage of the Company's net assets and paid on a monthly basis.

VII. INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

1. Investment objectives

The objective of the Company is to maximise the value of its assets by means of professional management within the framework of an optimal risk-return profile for the benefit of its shareholders.

2. Investment Policies of the Sub-Funds

The investment policy of each Sub-Fund is set forth in the relevant Appendix.

3. Investment restrictions

The Board of Directors has decided that the following investment restrictions shall apply to the Company and, if appropriate, to the Sub-Funds unless provided otherwise for a particular Sub-Fund in the Appendix.

3.1. The Company's investments may include:

- (a) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;
- (b) Recently issued Transferable Securities and Money Market Instruments, provided that:
 - The terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market,
 - The admission is secured within one year of issue.
- (c) Shares/units of UCITS and/or Other UCIs, whether or not established in a Member State provided that:
 - Such Other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between the authorities is sufficiently ensured;
 - The level of protection for shareholders/unitholders in such Other UCIs is equivalent to that provided for shareholders/unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;
 - The business of such Other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
 - No more than 10% of the assets of the UCITS or Other UCIs, whose acquisition is contemplated, can, according to their constitutive documents, be invested in aggregate in shares/units of other UCITS or Other UCIs.
- (d) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the credit institution has its registered office in a non- Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law.
- (e) Financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market and/or financial derivative instruments dealt in over-the-counter, provided that:

- The underlying consists of instruments falling within this section 3.1, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest in accordance with its investment objectives;
 - Counterparties to over-the-counter derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF; and
 - The over-the-counter derivatives are subject to reliable and verifiable valuation on a daily basis and can, at the Company's discretion, be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.
- (f) Money Market Instruments other than those dealt in on a Regulated Market, if the issuer or the issuer of such instruments is itself subject to regulations for the purpose of protecting savings and shareholders, and provided that these instruments are:
- Issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members of the federation or by a public international body of which one or more Member States belong; or
 - Issued by an undertaking any securities of which are dealt in on a Regulated Market; or
 - Issued or guaranteed by an establishment that is subject to prudential supervision according to criteria defined by EU law or by an establishment which is subject to, and in compliance with, prudential rules considered by the CSSF as being at least as stringent as those laid down by EU law; or
 - Issued by other bodies belonging to categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, second or third indents above, and provided that the issuer is a company whose share capital and reserves amount to at least ten million euros (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the Directive 2013/34/EU, is an entity which, within a group of companies which includes one or more listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

3.2. The Company may also, within each Sub-Fund, make the following investments:

- (a) The Company may invest up to a maximum of 10% of the net assets of each Sub-Fund in Transferable Securities and Money Market Instruments other than those referred to above in 3.1.
- (b) The Company may hold ancillary liquid assets.
- (c) The Company may borrow:

- (i) up to 10% of the net assets of each Sub-Fund provided such borrowings are temporary. The Company may however purchase foreign currency by means of back-to-back loans.
- (ii) up to 10% of its net assets to enable the acquisition of immovable property essential for the direct pursuit of its business.

The aggregate amount of borrowing pursuant to (c) (i) and (ii) above may however not exceed 15% of the Company's net assets.

(d) The Company may acquire shares/units of UCITS or Other UCIs subject to the following limits:

- (i) The Company may acquire shares/units of UCITS and/or Other UCIs referred to in 3.1(c), provided that no more than 10% of its assets are invested in the shares/units of UCITS or Other UCI, unless otherwise provided for a Sub-Fund.

In case a Sub-Fund may invest more than 10% of its net assets in UCITS or Other UCIs, such Sub-Fund may not invest more than 20% of its net assets in a single UCITS or Other UCI.

Investments made in Other UCIs may not, in aggregate, exceed 30% of such Sub-Fund. The underlying investments held by UCITS or Other UCIs in which the Company invests in do not need to be taken into account for the purpose of the restrictions set forth under 3.3.

For the purposes of the application of this limit, each compartment of a UCITS or Other UCI with multiple compartments is to be considered as a separate issuer provided that the principle of the segregation of obligations of different compartments in relation to third parties is assured.

- (ii) Where the Company invests in shares/units of UCITS and/or Other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding of more than 10% of the capital or votes, the management company or other company may not charge subscription or redemption fees to the Company on account of the Company's investments in shares/units of such UCITS and/or Other UCIs. The Company may invest in other UCITS or Other UCIs provided the management fees (excluding performance fee, if any) of the other UCITS or Other UCIs may not exceed 4%. The Company will indicate in its annual report the total management fees charged to the Company and to such UCITS and Other UCIs.
- (iii) The Company may not purchase more than 25% of the shares/units of the same UCITS and/or Other UCI. Where the UCITS or Other UCI is an umbrella fund with multiple compartments, this limit relates to its individual compartments and not to the legal entity as a whole.

3.3. Also the Company shall, for each Sub-Fund, comply with the following investment restrictions:

(a) The Company may not invest in assets issued by the same body in excess of the limits set forth below:

- (i) The Company may not invest more than 10% of the net assets of a Sub-Fund in Transferable Securities or Money Market Instruments issued by the same issuing body.

The Company may not invest more than 20% of the net assets of a Sub-Fund in deposits made with the same body.

The risk exposure to a counterparty of each Sub-Fund in an over-the-counter derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in section 3.1(d), or 5% of its net assets in other cases.

- (ii) The total value of the Transferable Securities and Money Market Instruments held by a Sub-Fund of issuing bodies in which it individually invests more than 5% of its net assets, the total of all such investment shall not exceed 40% of the value of such Sub-Fund's net assets.

This limit does not apply to deposits and over-the-counter derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits set under 3.3(a)(i), the Company may not combine for each Sub-Fund:

- Investments in Transferable Securities or Money Market Instruments issued by a single body;
- Deposits made with the same body; and/or
- Exposure arising from over-the-counter derivative transactions undertaken with the same body in excess of 20% of its net assets;

- (iii) The 10% limit referred to in 3.3(a)(i) above may be increased to a maximum of 35% if the Transferable Securities or the Money Market Instruments are issued or guaranteed by a Member State, its public local authorities or by another Eligible State or by public international bodies of which one or more Member States are members;

- (iv) The limit referred to in 3.3(a)(i) above is increased to 25% for certain bonds where they are issued by a credit institution whose registered office is in a Member State and which is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds issued before 8 July 2022 must, in accordance with the law, be invested in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

If the Company invests more than 5% of the net assets of a given Sub-Fund in such bonds referred to in (iv), issued by a single issuer, the total value of such investments may not exceed 80% of the value of the net assets of such Sub-Fund;

- (v) The 10% limit of 3.3(a)(i) is raised to a maximum of 20% for investments in shares and/or debt securities issued by the same issuing body for a Sub-Fund whose investment policy aims to replicate the composition of a certain stock or debt securities index recognised by the CSSF on the following basis: (i) the composition of the index is sufficiently diversified, (ii) the index represents an adequate benchmark for the market to which it refers and (iii) it is published in an appropriate manner. This 20% limit may be increased to 35% where justified by exceptional market conditions, but only for a single issuer.

The Transferable Securities and Money Market Instruments referred to in 3.3(a)(iii) and (iv) shall not be taken into account for the purpose of applying the 40% limit fixed in 3.3(a)(ii).

The limits set forth in 3.3(a)(i), (ii), (iii) and (iv) shall not be combined and, consequently, investments in Transferable Securities and in Money Market Instruments issued by the same body or in deposits or in financial derivative instruments made with this body in accordance with 3.3(a)(i), (ii), (iii) and (iv), in any event, exceed in total 35% of the net assets of a Sub-Fund.

Companies, which are included in the same group for the purposes of consolidation of accounts within the meaning of Directive 2013/34/EU or in accordance with recognised international accounting rules, shall be treated as a single body for the purposes of calculating the limits in this paragraph.

The Company may cumulatively invest up to 20% of its assets in Transferable Securities and Money Market Instruments within the same group.

By way of derogation from the limits set forth in 3.3(a) (i), (ii) and (iii), the Company is authorised to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities or agencies, or by a state accepted by the CSSF (being at the date of this Prospectus, OECD Member States , Singapore or any member state of the Group of Twenty (Argentina, Australia, Brazil, Canada, China, France, Germany, India, Indonesia, Italy, Japan, Republic of Korea, Mexico, Russia, Saudi Arabia, South Africa, Turkey, the United Kingdom, the United States, and the European Union) or by public international bodies of which one or more Member States are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue does not account for more than 30% of the total net assets of such Sub-Fund.

- (b) The Company may not purchase shares carrying voting rights which would enable the Company to exercise significant influence over the management of an issuing body.

The Company may not on behalf of each Sub-Fund purchase more than:

- (c) 10% of non-voting shares of the same issuer.
- (d) 10% of debt instruments of the same issuer.
- (e) 25% of shares/units of the same UCITS or other UCI.
- (f) 10% of Money Market Instruments of any single issuer.

The limits set forth in (e) and (f) above and 3.2.(d) (iii) do not have to be complied with at the time of the acquisition if, at such time, the gross amount of debt or Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The limits set forth (b) to (f) above and 3.2.(d) (iii) do not apply in relation to:

- Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by local authorities or by any other Eligible State
 - Shares held in a company incorporated in a non-Member State investing its assets essentially in securities of issuing bodies having their registered office in that State where, pursuant to the legislation of that State, such a shareholding is the only way in which it is possible to invest in securities of issuing bodies of that State. This derogation, however, shall apply only if the investment policy of the company from the non-Member State complies with the limits set forth in 3.2(d)(i), 3.3(a)(i), (ii), (iii), (iv), and 3.3(b) to (f). If the limits set forth in 3.2(d)(i) and 3.3(i), (ii), (iii), (iv) are exceeded, paragraph 3.4 below shall apply *mutatis mutandis*.
 - Shares held by one or more investment companies in the capital of subsidiary companies which, carry on the business of management, advice or marketing in the country where the subsidiary is established, in regard to the repurchase of units at the request of unit-holders exclusively on its or their behalf.
- (g) The Company may not purchase or invest directly in commodities, including precious metals, or in certificates that represent commodities.
 - (h) The Company may not make investments in which the liability of the investor is unlimited.
 - (i) The Company may not directly short-sell Transferable Securities, Money Market Instruments, undertakings for collective investment or any of the other financial instruments referred to in 3.1(c), (e) and (f).
 - (j) The Company may not purchase movable or immovable property unless such a purchase is essential for the direct pursuit of its business.
 - (k) The Company may not grant loans or act as guarantor for third parties.
 - (l) The Company may not invest directly in any “securitisation” or “securitisation position” within the meaning of Regulation (EU) 2017/2402 of the European Parliament and of the

Council of 12 December 2017 laying down a general framework for securitisation and creating a specific framework for simple, transparent and standardised securitisation.

3.4 The limits set forth in 3.2 and 3.3 above do not have to be complied with by the Company when it is exercising subscription rights attached to Transferable Securities or to Money Market Instruments forming part of its assets.

3.5. Cross Sub-Fund investments

A Sub-Fund (the **Investing Sub-Fund**) may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds (each, a **Target Sub-Fund**) without the Company being subject to the requirements of the Law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and/or the holding by a company of its own shares, under the condition however that:

- the Target Sub-Fund does not, in turn, invest in the Investing Sub-Fund invested in this Target Sub-Fund(s); and
- no more than 10% of the assets that the Target Sub-Fund whose acquisition is contemplated, may, according to its investment policy, be invested in units/shares of other UCITS or Other UCIs; and
- the Investing Sub-Fund may not invest more than 20% of its net assets in shares/units of a single Target Sub-Fund.

3.6. Master-feeder structures

Under the conditions and within the limits laid down by the 2010 Law, the Company may, to the widest extent permitted by the Luxembourg laws and regulations (i) create any Sub-Fund qualifying either as a feeder UCITS (a **Feeder UCITS**) or as a master UCITS (a **Master UCITS**), (ii) convert any existing Sub-Fund into a Feeder UCITS, or (iii) change the Master UCITS of any of its Feeder UCITS.

- (a) A Feeder UCITS shall invest at least 85% of its assets in the units/shares of another Master UCITS.
- (b) A Feeder UCITS may hold up to 15% of its assets in one or more of the following:
 - ancillary liquid assets in accordance with 3.3(f);
 - financial derivative instruments, which may be used only for hedging purposes; and
 - movable and immovable property which is essential for the direct pursuit of its business, if the Feeder UCITS is an investment company.
- (c) For the purposes of compliance with Article 42 (3) of the 2010 Law, the Feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent under the second indent under (b) with either:

- the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder UCITS investment into the Master UCITS; or
- the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder UCITS investment into the Master UCITS.

(d) A Master UCITS may not invest in a Feeder UCITS.

The following derogations for a Master UCITS shall apply:

- if a Master UCITS has at least two Feeder UCITS as unit-holders, Article 2(2) of the 2010 Law, first indent and Article 3 of the 2010 Law, second indent of the 2010 Law shall not apply, giving the Master UCITS the choice whether or not to raise capital from other investors;
- if a Master UCITS does not raise capital from the public in a Member State other than that in which it is established, but only has one or more Feeder UCITS in that Member State, Chapter XI and Article 108(1), second subparagraph of UCITS Directive shall not apply.

Similarly, if a new Sub-Fund is created, while ensuring observance of the principle of risk-spreading, the limits set forth do not have to be complied with by the newly authorised Sub-Fund for a period of six months after the date of its launch in accordance with article 49(1) of the 2010 Law.

If these limits are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account the interests of its shareholders.

The Company reserves the right to introduce other investment restrictions at any time, provided that they are compatible with Part I of the 2010 Law and essential to compliance with laws and regulations in force in certain non-Member States where the shares of the Company may be offered or sold.

3.7. Financial Derivative Instruments

Each Sub-Fund is authorised, in accordance with the investment restrictions and their relevant investment policy, as set out in the Appendix, to use financial derivative instruments for investment and/or hedging purposes. The global exposure of each Sub-Fund relating to financial derivative instruments shall not exceed the net assets of the Sub-Fund.

Under no circumstances may the use of financial derivative instruments result in an investment policy diverging from that set out for each Sub-Fund in this Prospectus.

Exposure is calculated taking into account the current value of underlying assets, counterparty risk, foreseeable market movements and the time available to liquidate positions. This also applies to the following paragraphs.

As indicated above, Sub-Funds may, within the framework of their investment policies and within the limits laid down in section 3.1(e) above, invest in financial derivative instruments provided that the overall risks to which the underlying assets are exposed do not exceed the investment limits set out in section 3.3(a) above. When the Company invests in index-based financial derivative instruments, these investments do not necessarily have to be combined for the purpose of the limits set out above in section 3.3(a).

When a financial derivative instrument is embedded in a transferable security or money market instrument, this must be taken into account for the purposes of complying with the provisions of this section.

(a) Counterparty risk mitigation

Pursuant to the ESMA Guidelines for competent authorities and UCITS management companies (as amended or replaced from time to time), where a Sub-Fund enters into OTC financial derivative transactions, securities lending transactions, efficient portfolio management techniques, all collateral used to reduce counterparty risk exposure shall comply with the following criteria at all times:

- (i) any collateral received other than cash shall be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation.
- (ii) collateral received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place.
- (iii) collateral received shall be of high quality.
- (iv) collateral received shall be issued by an entity that is independent from the counterparty and shall be expected not to display a high correlation with the performance of the counterparty.
- (v) collateral shall be sufficiently diversified in terms of country, markets and issuers. The level of diversification shall be sufficient to ensure that the exposure to a single issuer, generated by the aggregated collateral received from counterparties in the context of efficient portfolio management and OTC financial derivative transactions, amounts to a maximum of 20% of the Sub-Fund net asset value.
- (vi) where there is a title transfer, the collateral received shall be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- (vii) collateral received shall be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.
- (viii) non-cash collateral received shall not be sold, re-invested, re-used or pledged.
- (ix) cash collateral received shall only be:

- (A) placed on deposit with entities prescribed in section 3.1.(d) above;
 - (B) insofar as permitted for a Sub-Fund, invested in high-quality government bonds;
 - (C) insofar as permitted for a Sub-Fund, used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Sub-Fund is able to recall at any time the full amount of cash on accrued basis;
 - (D) insofar as permitted for a Sub-Fund, invested in short-term money market funds as defined in the ESMA "Guidelines on a Common Definition of European Money Market Funds".
- (x) re-invested cash collateral, if any, shall be diversified in accordance with the diversification requirements applicable to non-cash collateral.

(b) Collateral policy and haircut policy

The level of collateral received from counterparties in the context of securities lending transactions shall at all times equal at least 90% (taking into account any haircut) of the value of securities lent.

For counterparties whose exposure arising from OTC financial derivative transactions and efficient portfolio management techniques exceeds 10% of the net assets of a Sub-Fund, the level of collateral received shall at all times equal at least 100% (taking into account any haircut) of the exceeding counterparty exposure.

Collateral will predominantly be received in form of government bonds and cash complying with the conditions above. The Company may also accept other collateral fulfilling the conditions above, including but not limited to:

- (i) liquid assets (i.e., cash and short term bank certificates, money market instruments as defined in Council Directive 2007/16/EC of 19 March 2007) and their equivalent (including letters of credit and a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty);
- (ii) bonds issued or guaranteed by a Member State of the OECD or their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;
- (iii) shares or units issued by money market UCIs calculating a net asset value on a daily basis and assigned a rating of AAA or its equivalent;
- (iv) shares or units issued by UCITS investing mainly in bonds/shares satisfying the conditions under (v) and (vi) hereafter;
- (v) bonds issued or guaranteed by first class issuers offering an adequate liquidity; or

- (vi) shares admitted to or dealt in on a Regulated Market or on a stock exchange of a Member State of the OECD, provided that these shares are included in a main index.

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined by the Management Company for each asset Class based on its haircut policy. This method will permit a realistic appraisal of the collateral received. The policy takes into account a variety of factors, depending on the nature of the collateral received, such as the issuer's credit standing, the maturity, currency, price volatility of the assets and, where applicable, the outcome of liquidity stress tests carried out by the Management Company under normal and exceptional liquidity conditions.

Haircut policy

The Company applies an haircut policy depending on the asset type received as collateral in accordance with ESMA Guidelines on ETFs and other UCITS issues (ESMA/2012/832), CSSF Circulars 08/356, 13/559 and 14/592.

The Company only used cash and bonds of excellent quality and applies the haircut policy described here below. In any case, eligible collateral consist of assets of excellent quality, diversified and liquid. Collateral will be valued on a daily basis on the basis of market prices and taking into the haircuts determined by the Company. The haircut policy takes into account a variety of factors depending on the nature of received collateral, such as the credit quality of the issuer, the maturity, the currency, the price volatility as well as, if applicable, the results of stress-tests in normal and exceptional liquidity conditions.

No haircut will be applied on cash collateral unless it is received in a currency other than the currency of exposure.

Non-cash collateral will only be accepted if they do not have a high volatility.

The following haircut policy will be applied on collateral:

- 20% on shares and/or convertible bonds which are comprised in a main index;
- 15% on debt and debt-related securities issued by a non-governmental issuer at least rated BBB;
- 10% on cash deposits in a currency other than the currency of exposure.

The value of non-cash collateral received is at least 90% of the counterparty risk value.

Haircuts levels will be reviewed at least annually and within the context of the daily valuation.

Non-cash collateral received will not be sold, re-invested, re-used or pledged.

3.8. Techniques and Instruments

The Company may, on behalf of each Sub-Fund and subject to the conditions and within the limits laid down in the 2010 Law as well as any present or future related Luxembourg laws or

implementing regulations, circulars and CSSF's positions, employ techniques and instruments relating to Transferable Securities and Money Market Instruments provided that such techniques and instruments are used for efficient portfolio management purposes.

To the extent permitted by, and within the limits of, the 2010 Law and any related Luxembourg law or any other regulation in force, circulars and positions of the CSSF and, in particular, the provisions of (i) Article 11 of the Grand Ducal regulation of 8 February 2008 relating to certain definitions of the amended Law of 20 December 2002 relating to undertakings for collective investment and (ii) CSSF circular 08/356 relating to rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to Transferable Securities and money market instruments and (iii) CSSF circular 14/592 relating to ESMA guidelines on ETFs and other UCITS issues (as amended or replaced from time to time), each Sub-Fund can, in order to generate capital or additional income or to reduce costs or risk (A) enter into repurchase transactions, either as a buyer or a seller, and (B) engage in securities lending transactions.

Where applicable, cash received as guarantee by each Sub-Fund in relation to one of these operations can be reinvested in a manner compatible with the investment objectives of the Sub-Fund in (a) shares or units issued by money market undertakings for collective investment calculating a daily net asset value and with a rating of AAA or equivalent, (b) short-term bank certificates, (c) money market instruments as defined within the Grand Ducal regulation mentioned above, (d) short-term bonds issued or guaranteed by a Member State, Switzerland, Canada, Japan or the United States or their local public authorities or supranational institutions and EU, regional or worldwide undertakings, (e) bonds issued or guaranteed by issuers of the first order offering adequate liquidity, and (f) reverse repurchase agreement transactions in accordance with the provisions described in section I.C. a) of the CSSF circular mentioned above. This reinvestment will be taken into account when calculating the overall risk of each Sub-Fund concerned, in particular if it creates leverage.

Generally, no more than 20% of the gross revenue arising from securities lending transactions and efficient portfolio management transactions may be deducted from revenue delivered to the Company as direct and indirect operational expenses. Details of such amounts and the security clearing body or financial institution arranging the securities lending transaction will be disclosed in the financial report of the Company.

Unless otherwise stipulated in the investment policy of a Sub-Fund, collateral received will not be reinvested.

It is currently not intended that the Company enters into (i) SFT as defined in SFTR or (ii) total return swaps or (iii) or other financial derivative instruments with similar characteristics. Should a Sub-Fund ever enter into such transactions, this Prospectus will be updated prior to the entering into of such transactions.

3.9. Risk Management Process

The Management Company, on behalf of the Company, will employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund, in accordance with CSSF circular 11/512 or any other applicable circular of the Luxembourg supervisory authority. The Management Company, on behalf

of the Company will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

VII. RISK FACTORS

1. General comment

Investors are reminded that the value of shares in any Sub-Fund and income from the same can fall as well as rise, and that they may not recover all of their initial investment.

Past performance is no guarantee of future results. Investments in Sub-Funds must be seen as medium or long-term investments.

When the currency of a Sub-Fund fluctuates against the currency in which an investment in this Sub-Fund is made or those of markets in which said Sub-Fund invests, the risk of an additional loss for the investor (or the possibility of a profit) is greater.

Several of the risks described below deal with investments in other undertakings for collective investment inasmuch as Sub-Funds can carry out such investments. The descriptions below summarise certain risks. They are not exhaustive, and under no circumstances do they constitute advice on the suitability of investments.

2. Fluctuations in prices and performance

It is not always easy to determine the factors that influence the value of securities in certain markets.

Investments in securities in certain markets comprise a greater risk and the value of these investments may fall, even to zero.

3. Regulatory provisions

The Company being domiciled in Luxembourg, the protection provided by the respective local supervisory authorities may not apply. To obtain more information on this, investors are invited to consult their financial advisors.

4. Risks incurred by the shareholders

Current legislation may not be designed to protect the rights of minority shareholders. Generally, the concept of fiduciary duty is non-existent among shareholders. In the event of a violation of these rights of shareholders, recourse may be limited.

5. Investment objective

No guarantee can be given in relation to the achievement of the investment objectives of the Sub-Funds. Investors will also be aware of the investment objectives of the Sub-Funds, which can specify that Sub-Funds can invest limited amounts in sectors or areas that are not directly associated with their name. These other markets may be more or less volatile than the main investment sector or area, and performance will in part depend on these investments. Therefore,

investors must ensure (prior to investment) that they are prepared to incur this type of risk to achieve the stated objectives.

6. Hedged share classes

Shares can be issued in Classes of Shares denominated in currencies other than the Reference Currency. The shares in these Classes of Shares may be hedged against the Reference Currency of the relevant Sub-Fund. To obtain this coverage swaps, futures contracts, forward exchange contracts, options and other financial derivative instruments transactions may be used in order to protect the value of the currency of the shares covered against the Reference Currency of the Sub-Fund. The results of this coverage will be reflected in the Net Asset Value of the concerned shares. All costs relating to this type of operation will be borne by the shares hedged, and will therefore have an impact on the performance of these shares. While hedging operations can protect investors against a depreciation of the Reference Currency of the Sub-Fund against the hedged currency, they can also deprive them of the benefit of an appreciation of the Reference Currency of the Sub-Fund.

There can be no guarantee that such hedging activity will be successful and may result in mismatches between the currency position of the Sub-Fund and the hedged Class of Shares. In addition, hedged Classes of Shares in non-major currencies may be affected by the fact that the capacity of the relevant currency may be limited, which could further affect the volatility of the hedged Class of Shares.

7. Suspension of trading in shares

Investors are reminded that under certain circumstances, their right to request the redemption or conversion of their shares may be suspended (see section 12 below).

8. Potential conflicts of interest

The Investment Manager can carry out operations in which they directly or indirectly have an interest that could conflict with their obligations towards the Company. The Investment Manager will ensure that these operations are carried out under conditions that are as favourable for the Company as those that would have prevailed in the absence of the potential conflict of interest and that applicable policies and procedures are complied with. Such conflicts of interest or commitments may arise from the fact that the Investment Manager or companies have directly or indirectly invested in the Company. More specifically, the Investment Manager, by virtue of the rules of conduct applicable to them, must endeavour to avoid all conflicts of interest and, if such a conflict cannot be avoided, ensure that its clients (including the Company) are treated equally.

9. Tax

Investors will in particular acknowledge the fact that proceeds from the sale of securities in certain markets or the receipt of dividends or other income can or will be subject to the payment of a tax, duties or other costs or charges imposed by market authorities, including a withholding tax. Tax legislation and traditional taxation in force in certain countries in which a Sub-Fund invests or is likely to invest in the future (in particular Russia and other emerging markets) are not clearly established. As a result, it is possible that the current interpretation of the law or the understanding of taxes may change or the law amended retrospectively. Therefore, the Company is in such

countries subject to additional taxation inexistent at the date of publication of the Prospectus or when the investments are carried out or evaluated.

10. Legal context

The interpretation and application of laws and decrees are often contradictory and vague, in particular in relation to tax issues.

Legislation can be imposed retroactively or published as internal regulations that cannot be disclosed to the public.

The independence of the judiciary and political neutrality cannot be guaranteed.

Government agencies and the courts may refuse to submit to the requirements of the law and the contract concerned.

There is no guarantee that the investor will be compensated in full or in part for damages or losses sustained as a result of the imposition of a law or decisions made by the authorities or the courts.

11. Legal Risk

There is a risk that agreements and derivatives techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in tax or accounting laws. In such circumstances, a Sub-Fund may be required to cover any losses incurred.

Furthermore, certain transactions are entered into on the basis of complex legal documents. Such documents may be difficult to enforce or may be the subject of a dispute as to interpretation in certain circumstances. Whilst the rights and obligations of the parties to a legal document may be governed by Luxembourg law, in certain circumstances (for example insolvency proceedings) other legal systems may take priority which may affect the enforceability of existing transactions.

12. Accounting practices

Accounting and auditing systems do not necessarily comply with international standards. Reports may contain inaccurate information, even if they comply with international standards.

The obligation incumbent on companies in terms of the publication of financial statements may be restricted.

13. Economic and political risks

Economic and/or political instability can result in legal, tax and regulatory changes and even the cancellation of legal, tax, regulatory and economic reforms. Assets may be compulsorily acquired without adequate compensation.

The external debt of a country may result in the application of taxes or foreign exchange controls.

High levels of inflation may be an indicator that companies experience difficulties obtaining working capital.

Some countries can be heavily dependent on the export of raw materials and real resources. Consequently, they may be vulnerable to the weakness of the prices of these products on world markets.

14. Sustainability risk

Investments may be subject to sustainability risks. Sustainability risks are environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of the investments. Sustainability risks, if not managed appropriately, may hinder the Sub-Funds ability to achieve their objectives.

The management of sustainability risks is an integral part of the overall risk management framework. It is essential for the Investment Manager to develop a broad and comprehensive risk management system that effectively identifies, measures, monitors and controls risks.

The sustainability risk level of Sub-Funds is determined by taking into account the ESG rating and scoring provided by the external data provider, so that the external data provider's assessment is aggregated into a single ESG rating and the Investment Manager uses this single ESG rating in the assessment of the sustainability risks of the given Sub-Fund or portfolio.

The Investment Manager will consider environmental, governance and social factors before making an investment. Monitoring of environmental, governance and social risks will be undertaken on an ongoing basis after investments are made. There can be no assurance, however, that such due diligence and ongoing monitoring will reveal all environmental, governance and social liabilities and risks relating to an investment.

If the portfolio contains elements whose classification cannot be determined (e.g. cash, bank deposits, derivatives), these assets are disregarded and the Investment Manager determines the portfolio classification based on the ESG rating of the remaining assets.

The Investment Manager's integration of sustainability risks in the investment decision-making process is further described on its website at www.gatecapitalmanagement.com.

The impacts following the occurrence of a sustainability risk may be numerous and vary depending on the specific risk, asset class and region. The assessment of the likely impact of sustainability risks on a Sub-Fund's return will therefore depend on the investment policy and the type of securities held in its portfolio and is further described in the relevant Sub-Fund's Appendix. Specific sustainability risk can vary for each product and asset class, and include but are not limited to:

(a) Environmental Risk

The risk posed by the exposure to issuers that may potentially be causing or affected by environmental degradation and/or depletion of natural resources. Environmental risks may result from air pollution, water pollution, waste generation, depletion of freshwater and marine resources, and loss of biodiversity or damages to ecosystems. Environmental risk may negatively affect the value of investments by impairing assets, productivity or revenues or by increasing liabilities, capital expenditures, operating and financing costs.

(b) Physical Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by the physical impacts of climate change. Physical risk includes acute risks arising from extreme weather events such as storms, floods, droughts, fires or heatwaves, and chronic risks arising from gradual changes in the climate, such as changing rainfall patterns, rising sea levels, ocean acidification, and biodiversity loss. Physical risk may negatively affect the value of investments by impairing assets, productivity or revenues or by increasing liabilities, capital expenditures, operating and financing costs.

(c) Transition Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by the transition to a low carbon economy due to their involvement in exploration, production, processing, trading and sale of fossil fuels, or their dependency upon carbon intensive materials, processes, products and services. Transition risk may result to several factors, including rising costs and/or limitation of greenhouse gas emissions, energy-efficiency requirements, reduction in fossil fuel demand or shift to alternative energy sources, due to policy, regulatory, technological and market demand changes. Transition risk may negatively affect the value of investments by impairing assets or by increasing liabilities, capital expenditures, operating and financing costs.

(d) Social Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by social factors such as poor labour standards, human rights violations, damage to public health, data privacy breaches, or increased inequalities. Social risk may negatively affect the value of investments by impairing assets, productivity or revenues or by increasing liabilities, capital expenditures, operating and financing costs.

(e) Governance Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by weak governance structures. For companies, governance risk may result from malfunctioning boards, inadequate remuneration structures, abuses of minority shareholders or bondholders rights, deficient controls, aggressive tax planning and accounting practices, or lack of business ethics. For countries, governance risk may include governmental instability, bribery and corruption, privacy breaches and lack of judicial independence. Governance risk may negatively affect the value of investments due to poor strategic decisions, conflict of interest, reputational damages, increased liabilities or loss of investor confidence.

Furthermore, in assessing the eligibility of an issuer in terms of ESG classification, there is a dependence upon information and data from third party providers. ESG information from third-party data providers may be incomplete or unavailable. As a result, there is a risk that the Investment Manager may imperfectly assess a security or issuer.

15. Market efficiency and regulatory risk

Stock markets in certain countries may not be as liquid or efficient as more developed markets, nor have the same auditing mechanisms and regulatory provisions:

- Insufficient liquidity can have negative consequences for the value of assets or make them more difficult to sell.

- The shareholders' register may not be properly kept and interests held may therefore not be (or remain) totally protected.
- There may be delays in recording the acquisition of securities; as a result, it may be difficult to prove ownership of securities.
- Regulations relating to the deposit of assets may be less developed than in other more mature markets, and represent an additional degree of risk for Sub-Funds.

16. Ownership of foreign transferable securities

Transferable securities held through a local correspondent, clearing/settlement system or broker may not be as well protected as those held in Luxembourg. In particular, losses can arise due to the insolvency of the local correspondent, clearing/settlement system or broker. In certain markets, it can be impossible to distinguish or identify the transferable securities of a beneficiary or practices can differ from those employed in more developed markets.

17. Execution and counterparty risk

Certain markets may not have a safe method of delivery against payment that allows investors to avoid exposure to counterparty risk.

You may be required to make payment for a purchase or delivery resulting from a sale before receiving the transferable securities or, where applicable, proceeds from the sale of the same.

The Sub-Funds may enter into transactions in OTC markets, which will expose the Sub-Funds to the credit of its counterparties and their ability to satisfy the terms of such contracts. In the event of a bankruptcy or insolvency of a counterparty, the Sub-Funds could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Company seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy or change in the tax or accounting laws relative to those at the time the agreement was originated. However, this risk is limited in view of the investment restrictions laid down in item Section 6 of this Prospectus.

Certain markets in which the Sub-Funds may effect their transactions are over-the-counter or interdealer markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. To the extent a Sub-Fund invests in synthetic instruments, or other over-the-counter transactions, on these markets, such Sub-Fund may take credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organisation guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections. This exposes the Sub-Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Sub-Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer

maturities where events may intervene to prevent settlement, or where the Company has concentrated its transactions with a single or small group of counterparties. In addition, in the case of a default, the respective Sub-Fund could become subject to adverse market movements while replacement transactions are executed. The Sub-Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. Moreover, the Sub-Funds have no internal credit function which evaluates the creditworthiness of their counterparties. The ability of the Sub-Funds to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a Regulated Market to facilitate settlement may increase the potential for losses by the Sub-Funds.

18. Custody risk

The Company's assets are held in custody by the Depositary, which exposes the Company to custodian risk. This means that the Company is exposed to the risk of loss of assets placed in custody as a result of insolvency, negligence or fraudulent trading by the Depositary.

19. Operational Risk

The Company's operations (including investment management) are carried out by the service providers in this Prospectus. In the event of a bankruptcy or insolvency of a service provider, investors could experience delays (for example, delays in the processing of subscriptions, conversions and redemption of Shares) or other disruptions.

20. Liquidity risk

The Company can invest in securities that are less liquid because active buyers or sellers are not always in sufficient numbers to trade these securities readily. These securities will be more strongly affected by market conditions and may cause delays when facing redemptions in stressed market situations

21. Foreign exchange risk

The conversion into a foreign currency or the transfer of proceeds from the sale of transferable securities from certain markets cannot be guaranteed.

The value of a currency in relation to other currencies on certain markets can fall, thus affecting the value of the investment.

Moreover, fluctuations in exchange rates can occur between the date of negotiation of a transaction and the date on which the foreign currency is obtained to honour payment obligations.

22. Small and mid-cap companies

Shares in small and mid-cap companies in terms of market capitalisation may be less liquid and more volatile than those of larger companies. Companies within these sectors of the market may include recently established entities which have relatively limited trading histories, in relation to which there is limited public information or entities engaged in new-to-market concepts which may be speculative in nature. For these reasons these sectors may experience significant volatility and reduced liquidity which may result in the loss of investor capital.

23. Commodities

Commodities, to which some of the Sub-Funds may be exposed through the use of financial derivative instruments, are assets that have tangible properties, such as oil, metals, and agricultural products. An investment in commodities may not be suitable for all investors.

Commodities and commodity-linked securities and derivatives may be subject to heightened risks and may be affected by overall market movements, changes in interest rates, and other factors such as weather, disease, embargoes, and international economic, regulatory and political developments, as well as the trading activity of speculators and arbitrageurs in the underlying. The commodity markets (including the markets for commodity-linked securities and derivatives) may be subject to a degree of volatility that may prove higher than in equity or bond markets due to their sensitivity to the development of commodity prices and their substantial exposure to emerging markets.

24. Other UCIs investment risk

The Investment Manager seeks to monitor investments and trading activities of the collective investment undertakings in which the Sub-Funds may invest. However, investment decisions are made independently at the level of the underlying collective investment undertaking and are solely subject to the restrictions applicable to those underlying collective investment undertakings.

It is possible that some investment managers of the underlying collective investment undertakings will take positions in the same security or in issues of the same industry or country or in the same currency or commodity at the same time. Consequently, it is possible that one collective investment undertaking may purchase an instrument at the same time as another collective investment undertaking decides to sell it. There is no guarantee that the selection of the underlying collective investment undertaking will actually result in diversification of investment styles and that the positions taken by the underlying collective investment undertakings will always be consistent.

Investments in other UCITS and other collective investment undertakings usually entail a duplication of entrance, management, administration, custodian charges and taxes.

25. Interest rate risk

Fluctuations in interest rates affect the value of bonds. When long-term interest rates rise the value of bonds tends to fall, and vice versa.

26. Credit risk

The value of a bond will fall in the event of the bankruptcy or a downgrade in the rating of an issuer (or if credit spreads widen in relation to sovereign debt). Similarly, an improvement in the quality of credit (or the narrowing of spreads) can result in an increase in value. In general, the higher the interest rate payable on a bond, the more the issuer is perceived as presenting a significant credit risk.

The return (and therefore, the market price) at a given moment will depend on the market environment. However, the impact of a bankruptcy can be reduced through greater diversification in terms of issuers and sectors within the portfolio.

27. High-yield bonds risk

High-yield bonds are considered highly speculative in terms of the ability of the issuer to pay the principal and interest. Therefore, investment in these bonds is accompanied by considerable risk. Issuers of debt securities may be heavily indebted, and may not have access to other traditional sources of finance. A recession can have negative consequences for the financial position of an issuer and the market value of the high-yield debt security issued by the entity. The ability of the issuer to honour its debts can be affected by developments specific to said issuer, its inability to meet its specific commercial objectives or the inability to receive additional financing. If an issuer goes bankrupt, the Company may sustain losses and have to bear costs.

28. Convertible bonds risk

Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock).

A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a Sub-Fund is called for redemption, the Sub-Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Sub-Fund.

Convertible securities tend not to be rated by major credit agencies, which makes their credit risk less transparent. They also tend to be less liquid than traditional non-convertible securities.

29. Equity Linked Note risk

The company may invest in equity-linked notes to gain access to certain markets where direct investment is not possible or efficient. The return of the note will be based on the performance of its underlying security or a basket of securities. When a Sub-Fund invest in such an instrument it is exposed to the risk of losing the entire note value if its issuer defaults and to the lack of secondary market that may cause the instrument to become illiquid.

30. Financial Derivative Instruments risk

A Sub-Fund can invest in financial derivative instruments as part of its strategy. Different financial derivative instruments involve different levels of exposure to risk, and entail high levels of debt. The attention of the investors is in particular drawn to the following:

(a) Futures

Futures contracts carry an obligation to deliver or accept delivery of the underlying asset of the contract on a future date or, in certain cases, to settle the position of the Sub-Fund in cash.

Futures are standardised forwards traded on an organized exchange. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the investor.

Forwards

A forward is a contract whereby two parties agree to exchange the underlying asset at a predetermined point in time in the future at a fixed price. The buyer agrees today to buy a certain asset in the future and the seller agrees to deliver that asset at that point in time.

Forward contracts, unlike futures contracts, are not traded on exchanges and are not standardised; rather banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward trading is substantially unregulated; there is no limitation on daily price movements. The principals who deal in the forward markets are not required to continue to make markets in the underlying asset they trade and these markets may experience periods of illiquidity, sometimes of significant duration. Disruptions can occur in any market traded by the Sub-Funds due to unusually high trading volume, political intervention or other factors. In respect of such trading, the Sub-Fund is subject to the risk of counterparty failure or the inability or refusal by a counterparty to perform with respect to such contracts. Market illiquidity or disruption could result in major losses to the Sub-Fund.

Options

An option is a contract that gives the buyer the right, but not the obligation, to buy (call) or sell (put) the underlying asset at or within a certain point in time in the futures at a pre-determined price (strike price) against the payment of a premium, which represent the maximum loss for the buyer of an option. Options can allow the fund manager to cost-effectively be able to restrict downsides while enjoying the full upside of a stock, financial index, etc. Long positions in option may be taken to provide insurance against adverse movements in the underlying.

Short position may also be taken to enhance total returns and generate income for the Sub-Fund via premium received. The writing and purchase of options is a specialised activity which can involve substantial risks. If the Investment Manager is incorrect in its expectation of changes in the market prices or determination of the correlation between the instruments or indices on which the options are written or purchased and the instruments in a Sub-Fund's investment portfolio, the Sub-Fund may incur losses that it would not otherwise incur.

Contracts for differences

A Contract for Difference (**CFD**) is a contract between two parties that allows them to gain exposure to the economic performance and cash flows of a security without the need for actually buying or selling the security. The two parties agree that the seller will pay the buyer the difference in price after a certain period of time if the designated security's price increases, and the buyer will in return pay the seller the difference in price if the security's price decreases. It is linked to the underlying security price. Consequently, no right is acquired or obligation incurred relating to the underlying share.

They are highly leveraged instruments and for a small deposit, it is possible for a Sub-Fund to hold a position much greater than would be possible with a traditional investment. In case of substantial and adverse market movements, the potential exists to lose all of the money originally deposited and to remain liable to pay additional funds immediately to maintain the margin requirement.

OTC transactions

While certain over-the-counter markets are very liquid, OTC and non-negotiable derivatives transactions can be more risky than investment in financial derivative instruments dealt in on a Regulated Market due to the absence of a market on which the position can be resolved. It may be impossible to settle an existing position, evaluate a position resulting from an over-the-counter transaction or measure exposure to risk. Purchase and sale prices are not necessarily listed, and those that are listed are set by brokers specialised in this type of product. Therefore, it can be difficult to determine their fairvalue.

Potential Losses

Potential losses can arise when the Sub-Fund makes a series of payments to pay the purchase price, rather than paying the full purchase price immediately. If the Sub-Fund enters into futures contracts or contracts for differences or sells options, it is exposed to the loss of the whole margin it has deposited with the broker in order to establish or maintain the relevant position. If the market performs in a way that is unfavourable for the Sub-Fund, the Sub-Fund may be required to pay a large additional margin with a relatively short notice period in order to maintain the position. If it cannot pay said margin within the specified time frame its position will be liquidated at a loss, in which case it will have to pay the resulting debtor balance. Even when a transaction is not subject to a margin call, it can nevertheless include the obligation to settle other payments under certain circumstances in addition to amounts paid upon the conclusion of the contract. Transactions involving potential losses that are not traded on a recognised or designated market or in accordance with the rules set on this market can expose the Sub-Fund to significantly higher losses.

Suspension of operations

Under certain market conditions, it can be difficult, even impossible, to liquidate a position. This can be true in particular in the event of a rapid change in price if prices rise or fall during a session of trading to a level that results in a suspension or restriction of trading by virtue of rules governing the market concerned. The fact that it comes with a stop-loss order will not always limit losses to the amounts anticipated, since market conditions could render the execution of such an order impossible at the given price.

Protection provided by clearing houses

In most markets, the performance of a transaction carried out by a broker (or the third party with whom it negotiates on behalf of the Sub-Fund) is "guaranteed" by the market or its clearing house. Often, however, this guarantee is not enough to cover the Sub-Fund, in particular when the broker or another party fails to meet its obligations towards the Sub-Fund. There is no clearing house for traditional options, nor in principle for OTC instruments that are not traded in accordance with the rules established in a recognised or designated market.

Insolvency

The bankruptcy or insolvency of a financial derivative instruments broker, or any broker involved in the transactions of the Sub-Fund, can result in the liquidation of positions without the consent of the Sub-Fund. Under certain circumstances, the Sub-Fund may not be able to recover assets it has submitted as a guarantee and may be required to accept a cash settlement.

31. Risks related to investments in frontier, emerging and developing markets

The markets in which certain Sub-Funds may invest only have a legal, judicial and regulatory framework that is under construction and great legal insecurity persists for local market operators and their foreign counterparts. Certain markets carry within them considerable risks for investors, who as a result should ensure that they are aware of these risks before investing and that the investment contemplated is in fact suitable for them.

Such risks may include (i) increased risk of nationalisation, expropriation of assets, forced mergers of companies, creation of government monopolies, confiscatory taxation or price controls; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity, low trading volumes and smaller capitalisation of securities markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies for any major currency and/or restriction on the buying or selling by foreign investors; (viii) increased likelihood of governmental decisions to cease support of economic reform programmes or to impose centrally planned economies; (ix) differences in accounting, auditing and financial reporting standards, methods, practices and disclosures which may result in the unavailability or incompleteness or tardiness of material information about issuers; (x) less extensive regulation of the securities markets; (xi) longer settlement periods for securities transactions and less reliable clearance and custody arrangements; (xii) less protection through registration of assets and (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and protection of shareholders.

32. Risks related to investment in China A Shares through Shanghai-Hong Kong Stock Connect

All Sub-Funds which can invest in China may invest in China A shares (**China A Shares**) through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect programmes subject to any applicable regulatory limits. The Shanghai-Hong Kong Stock Connect program is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited (**HKEx**), the Hong Kong Securities Clearing Company Limited (**HKSCC**), Shanghai Stock Exchange (**SSE**) and China Securities Depository and Clearing Corporation Limited (**ChinaClear**) with an aim to achieve mutual stock market access between Mainland China and Hong Kong. This program will allow foreign investors to trade certain SSE listed China A Shares through their Hong

Kong based brokers. The Shenzhen- Hong Kong Stock Connect is a similar cross-boundary investment channel, however it connects the Shenzhen Stock Exchange with HKEx. Again, it provides mutual stock market access between Mainland China and Hong Kong and broadens the range of China A Shares that international investors can trade.

The Sub-Funds seeking to invest in the domestic securities markets of the PRC may use both the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect programmes, in addition to the QFII and RQFII schemes and, thus, are subject to the following additional risks:

General Risk: The relevant regulations are untested and subject to change. There is no certainty as to how they will be applied which could adversely affect the Sub-Funds. The programmes require use of new information technology systems which may be subject to operational risk due to their cross-border nature. If the relevant systems fail to function properly, trading in both Hong Kong, Shanghai and Shenzhen markets through the programmes could be disrupted.

Clearing and Settlement Risk: The HKSCC and ChinaClear have established the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

Legal/Beneficial Ownership: Where securities are held in custody on a cross-border basis, there are specific legal/beneficial ownership risks linked to compulsory requirements of the local Central Securities Depositories, HKSCC and ChinaClear.

As in other emerging and less developed markets, the legislative framework is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. In addition, HKSCC, as nominee holder, does not guarantee the title to Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities held through it and is under no obligation to enforce title or other rights associated with ownership on behalf of beneficial owners. Consequently, the courts may consider that any nominee or custodian as registered holder of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities would have full ownership thereof, and that those Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities would form part of the pool of assets of such entity available for distribution to creditors of such entities and/or that a beneficial owner may have no rights whatsoever in respect thereof. Consequently, the Sub-Funds and the Depositary cannot ensure that the Sub-Funds ownership of these securities or title thereto is assured.

To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the Depositary and the Sub-Funds will have no legal relationship with HKSCC and no direct legal recourse against HKSCC in the event that the Sub-Funds suffer losses resulting from the performance or insolvency of HKSCC.

In the event ChinaClear defaults, HKSCC's liabilities under its market contracts with clearing participants will be limited to assisting clearing participants with claims. HKSCC will act in good faith to seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or the liquidation of ChinaClear. In this event, the Sub-Funds may not fully recover

its losses or its Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities and the process of recovery could also be delayed.

Operational Risk: The HKSCC provides clearing, settlement, nominee functions and other related services of the trades executed by Hong Kong market participants. PRC regulations which include certain restrictions on selling and buying will apply to all market participants.

Quota Limitations: The program is subject to quota limitations which may restrict the Sub-Funds' ability to invest in China A Shares through the program on a timely basis.

Investor Compensation: The Sub-Funds will not benefit from local investor compensation schemes.

Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. There may be occasions when it is a normal trading day for the PRC market but the Sub-Funds cannot carry out any China A Shares trading. The Sub-Funds may be subject to risks of price fluctuations in China A Shares during the time when Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect are not trading as a result.

33. Political, Economic and Social Risks in Mainland China

Investments in Mainland China will be sensitive to any political, social and diplomatic developments which may take place in or in relation to Mainland China. Investors should note that any change in the policies of the PRC may adversely impact on the securities markets in Mainland China as well as the performance of the Sub-Fund(s) concerned.

34. Mainland China Economic Risks

The economy of Mainland China differs from the economies of most developed countries in many respects, including with respect to government involvement in its economy, level of development, growth rate and control of foreign exchange. The regulatory and legal framework for capital markets and companies in Mainland China is not well developed when compared with those of developed countries.

The economy in Mainland China has experienced rapid growth in recent years. However, such growth may or may not continue, and may not apply evenly across different sectors of Mainland China's economy. All these may have an adverse impact on the performance of the Sub-Fund(s) concerned.

35. Legal and Regulatory Risk in Mainland China

The legal system of Mainland China is based on written laws and regulations. However, many of these laws and regulations are still untested and the enforceability of such laws and regulations remains unclear. In particular, the PRC regulations which govern currency exchange in Mainland China are relatively new and their application is uncertain. Such regulations also empower the CSRC and the SAFE to exercise discretion in their respective interpretation of the regulations, which may result in increased uncertainties in their application.

35. Currency Exchange risk – Investment in CNH

In China, the government maintains two forms of its currency, the renminbi (RMB). Internal renminbi (CNY) is used inside China only, is not freely convertible and is subject to exchange controls. External renminbi (CNH) is used outside China, can be owned by anyone and is freely tradeable outside of China but still subject to control, limits and availability. Currently, the exchange rate between CNY and CNH is based on market supply and demand but with an element of government management and control as well as the potential for the government to impose or modify restrictions on conversion of CNY to CNH. Thus, the Portfolio's investments in China are subject to an additional layer of currency risk (between CNH and CNY), which will be affected by market forces as well as government policies and actions and can result in significant volatility and liquidity risk.

36. Currency Exchange risk– Investment in HKD or USD

To the extent that a Portfolio holds assets that are denominated in currencies other than the Base Currency of a Portfolio, any changes in currency exchange rates could reduce investment gains or income, or increase investment losses, in some cases significantly. Hedging may reduce but not eliminate currency risk. Exchange rates can change rapidly and unpredictably, and it may be difficult for a Portfolio to unwind its exposure to a given currency in time to avoid losses. Changes in exchange rates can be influenced by such factors as export-import balances, economic and political trends, governmental intervention and investor speculation. Intervention by a central bank, such as aggressive buying or selling of currencies, changes in interest rates, restrictions on capital movements or a “de-pegging” of one currency to another, could cause abrupt or long-term changes in relative currency values.

37. Currency Exchange risk– Share Class (EUR-USD-CHF)

Shareholders may experience currency risk if the currency in which they subscribe or redeem is different to the Share Class currency (including denominated and other offered currencies), Base Currency, or the currency of the Portfolio's assets. The exchange rates between the relevant currencies can have a significant impact on the returns of a Share Class.

To mitigate this currency Exchange risk, each Sub-Fund may propose hedged share classes as described the relevant Sub-Fund's supplement.

38. Risks relating to the China Interbank Bond Market (the CIBM)

The CIBM is an OTC market established in 1997. Currently, more than 95% of onshore Renminbi (CNY) bond trading activity takes place in the CIBM, and the main products traded in this market include government bonds, central bank papers, policy bank bonds and corporate bonds.

The CIBM is in a stage of development and the market capitalisation and trading volume may be lower than those of the more developed markets. Market volatility and potential lack of liquidity due to low trading volume may result in prices of debt securities traded on such market fluctuating significantly. The Sub-Fund investing in such market is therefore subject to liquidity and volatility risks and may suffer losses in trading Mainland China bonds. The bid and offer spreads of the prices of the Mainland China bonds may be large, and the relevant Sub-Fund may therefore incur significant trading and realisation costs and may even suffer losses when selling such investments. The CIBM is also subject to regulatory risks. Due to irregularities in the CIBM trading activities, the China Government Securities Depository Trust & Clearing Co. (the central clearing entity)

suspended new account opening on the CIBM for specific types of products. Although investment funds that are mutual funds offered to the public were not affected, there is no assurance that future regulatory actions will not affect such funds. If accounts are suspended, or cannot be opened, the Sub-Fund's ability to invest in the CIBM will be limited and it may suffer substantial losses as a result.

39. Risks relating to investment CIBM via Northbound Trading Link under Bond Connect

Bond Connect was launched in July 2017 for mutual bond market access between Hong Kong and Mainland China established by China Foreign Exchange Trade System & National Interbank Funding Centre (**CFETS**), China Central Depository & Clearing Co., Ltd, Shanghai Clearing House, and Hong Kong Exchanges and Clearing Limited and Central Moneymarkets Unit. Under the prevailing regulations in Mainland China, eligible foreign investors will be allowed to invest in the bonds circulated in the China Interbank Bond Market through the northbound trading of Bond Connect (**Northbound Trading Link**). There will be no investment quota for Northbound Trading Link. Under the Northbound Trading Link, eligible foreign investors are required to appoint the CFETS or other institutions recognised by the People's Bank of China (**PBOC**) as registration agents to apply for registration with the PBOC. Pursuant to the prevailing regulations in Mainland China, an offshore custody agent recognised by the Hong Kong Monetary Authority (currently, the Central Moneymarkets Unit) shall open omnibus nominee accounts with the onshore custody agent recognised by the PBOC (currently, the China Securities Depository & Clearing Co., Ltd and Interbank Clearing Company Limited). All bonds traded by eligible foreign investors will be registered in the name of Central Moneymarkets Unit, which will hold such bonds as a nominee owner.

For investments via Bond Connect, the relevant filings, registration with PBOC and account opening have to be carried out via an onshore settlement agent, offshore custody agent, registration agent or other third parties (as the case may be). As such, the Company is subject to the risks of default or errors on the part of such third parties.

Investing in the CIBM via Bond Connect is also subject to regulatory risks. The relevant rules and regulations on these regimes are subject to change which may have potential retrospective effect. In the event that the relevant Mainland Chinese authorities suspend account opening or trading on the CIBM, the Company's ability to invest in the CIBM will be adversely affected. In such event, the Company's ability to achieve its investment objective will be negatively affected.

40. Risks relating to performance fee calculation

(a) Performance Fee risk

The existence of a performance fee on a particular Sub-Fund has the benefit that it aligns the Investment Manager's interests more with that of the shareholders. However, because part of the Investment Manager's remuneration is calculated by reference to the performance of the relevant Sub-Fund, there is the possibility that the Investment Manager will be tempted to make investments that are riskier and more speculative than if the remuneration was linked purely to the size of that Sub-Fund.

(b) No equalisation

Investors have to be conscious that the performance fee is not calculated on a share by share basis and that there is no equalisation mechanism or series of shares in order to allocated the performance fee amongst different investors. The performance fee may not correspond to the individual performance of the shares held by the investors.

(c) Future losses

A performance fee crystallised becomes payable to the Investment Manager and is neither affected by the future performance of the share class nor refundable in any subsequent financial years.

41. ESG bond structures risk

Debt issued by both corporate and sovereign issuers that is designed to encourage sustainability through the use of proceeds or an imbedded sustainability target, in particular environmental related initiatives. ESG structures include green bonds, sustainability bonds, blue bonds and target-based debt linked to key performance indicators (KPI) or sustainability. In particular, green bonds typically finance, *inter alia*, projects aimed at energy efficiency, pollution prevention, sustainable agriculture, fishery and forestry, the protection of aquatic and terrestrial ecosystems, clean transportation, clean water, and sustainable water management. ESG structures carry similar risk to other types of debt securities of the same rating, type, and credit quality. Certain ESG structures may be subject to additional risk, such as the inability to use proceeds in line with the debt offering. Some target-based debt have their financial terms linked to KPIs or sustainability and the failure to meet the KPIs or sustainability, including due to events outside the issuer's control, may impact, *inter alia*, coupon payments and credit ratings.

VIII. SHARES

The Board of Directors may, for a single Sub-Fund, issue one or more Class of Shares distinguished either by a particular distribution policy, sales or redemptions commission structure, management and advisory commission structures, specific distribution commission structures or by any other distinctive criteria.

The subscription price for shares in each Class is invested in the assets of the relevant Sub-Fund. In principle, all assets and liabilities related to a specific Class of Shares are allocated to that Class. To the extent that costs and expenses are not directly chargeable to a specific Class, they shall be shared proportionally among the various Classes of Shares according to their net asset values or, if circumstances warrant it, allocated equally among the Classes of Shares. The same applies *mutatis mutandis* to Sub-Funds. The assets of a specific Sub-Fund will only meet the liabilities, commitments and obligations relating to such Sub-Fund.

All shares, of whichever Sub-Fund or Class of Shares, will be issued in registered form only. No certificate will be issued. All holders of the shares will have their names entered into the shareholders' register which will be held at the Company's registered office. Investors subscribing through a nominee may, unless prevented by applicable rules and regulations, request to be inscribed directly in the shareholders' register.

Shareholders will only receive confirmation that their names have been recorded in the shareholders' register.

Fractions of shares up to three decimals will be issued.

Fractions of shares do not carry voting rights but entitle to the relevant fraction of the net assets attributable to the relevant Class of Shares.

All shares must be fully paid-up and do not confer any preferential or pre-emption rights. Each whole share of the Company carries one vote in all general meetings of shareholders, in accordance with Luxembourg law and the Articles.

1. Classes of Shares

The following Classes of Shares may be issued. Investors should note that not all Sub-Funds offer all Classes of Shares:

- Class (R);
- Class (I).

The foregoing Classes of Shares may be offered either as accumulation ("acc") or distribution ("dist") Shares. They can be either hedged ("H") against the Reference Currency of the relevant Sub-Fund or unhedged (in which case no "H" is used) against the Reference Currency of the relevant Sub-Fund. The Shares may be made available in various currencies as the Company may decide from time to time.

The Share Classes available as at the date of this Prospectus are available at the registered office listed in the relevant Appendix of the relevant Sub-Fund. Additional Share Classes may be launched and investors are invited to consult www.luxcellence.com for an up-to-date list of Share Classes available.

2. Hedged Classes of Shares

Unless specifically provided otherwise in the Appendix for any specific Sub-Fund, Share Classes not denominated in the Reference Currency of the Sub-Fund (the **Alternate Currencies**) will systematically and fully (as described below) hedge their currency exposure to the Reference Currency of the Sub-Fund, in the forward currency market, whether the Alternate Currencies exposure is declining or increasing in value relative to the Reference Currency. Whilst holding hedged shares may substantially protect the investor against losses due to unfavourable movements in the exchange rates of the Alternate Currencies against the Reference Currency, holding such shares may also substantially limit the benefits of the investor in case of favourable movements. Investors should note that it will not be possible to fully hedge the total Net Asset Value of Alternate Currencies Class of Shares against currency fluctuations of the Reference Currency, the aim being to implement a currency hedge equivalent to between 95% and 105% of the Net Asset Value of the respective Alternate Currencies Class of Shares. Changes in the value of the portfolio or the volume of subscriptions and redemptions may however lead to the level of currency hedging temporarily surpassing the limits set out above. In such cases, the currency hedge will be adjusted without undue delay. The Net Asset Value per share of the Alternate Currencies Classes does therefore not necessarily develop in the same way as that of the Shares in Reference Currency. It is not the intention of the Board of Directors to use the hedging arrangements to generate a further profit for the Alternative Currencies Classes.

Investors should note that there is no segregation of liabilities between the individual Classes of Shares within a Sub-Fund. Hence, there is a risk that under certain circumstances, hedging transactions in relation to a Classes of Shares not denominated in the Reference Currency of the Sub-Fund could result in liabilities affecting the Net Asset Value of the other Classes of Shares of the same Sub-Fund. In such case assets of other Shares Classes of such Sub-Fund may be used to cover the liabilities incurred by the Classes of Shares not denominated in the Reference Currency of the Sub-Fund.

IX. SHARE DEALING

1. ISSUANCE OF SHARES

The Company may for each Sub-Fund issue shares at a price calculated as of each Valuation Day (see section 11).

For each Class of Shares, the subscription price shall be based on the Net Asset Value of a share as of the relevant Valuation Day, plus any charges as described for each Sub-Fund in the Appendix.

The Board of Directors may impose a minimum subscription and minimum holding requirement for each registered shareholder in the different Sub-Funds and/or different Classes of Shares within each Sub-Fund as set out in this Prospectus. The Board of Directors may also impose subsequent minimum subscription requirements. It may decide to waive, at its discretion, any such minimum subscription, minimum holding and subsequent minimum subscription amounts.

Shareholders wishing to subscribe for shares in the Company must make an irrevocable subscription request by sending such request to the Registrar and Transfer Agent or the Company.

Shares will be allotted as of the relevant Valuation Day.

The subscription price will be payable in the Reference Currency of the shares being subscribed.

Shares may be issued, at the discretion of the Board of Directors, against contributions in kind. However, assets so contributed have to comply with the investment policies of the Sub-Fund concerned as disclosed in the present Prospectus. The assets contributed to the Sub-Funds at the conditions mentioned above will be subject, if required by applicable laws and regulations, to a special report of the approved statutory auditor of the Company.

Any fees relating to such contributions in kind including the aforementioned report are borne by the relevant investor or by a third party, but will not be borne by the Company unless the Board of Directors considers that the subscription in kind is in the interest of the Company or made to protect the interests of the Company.

Unless otherwise provided in the relevant Appendix, the subscription price for each share must be available to the Company on an account of the Depository in cleared monies within two Business Days following the relevant Valuation Day applicable to such subscription. The relevant Shares will be issued upon receipt of the subscription price in cleared monies.

If monies are not received as described above, then the Company reserves the right to cancel any allotment of the relevant Shares without prejudice to the right of the Company to obtain

compensation for any loss directly or indirectly resulting from the failure of an applicant to effect settlement, including in respect of overdraft charges and interest incurred.

If an allotment is cancelled and cleared monies are subsequently received, the Company may issue Shares on the date cleared monies are received, at that day's Net Asset Value but subject to any applicable charges.

No shares of a given Sub-Fund will be issued in case the calculation of the Net Asset Value per share of this Sub-Fund is temporarily suspended by the Company.

(a) Institutional Investors

The sale of shares of certain Classes of Shares may be restricted to Institutional Investors and the Company will not issue or give effect to any transfer of shares of such Classes to any investor who may not be considered an Institutional Investor.

The Company may, at its discretion, delay the acceptance of any subscription for shares of a class restricted to Institutional Investors until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor.

(b) Ineligible Applicants

The Company requires each prospective applicant for shares to represent and warrant to the Company that, among other things, he is able to acquire and hold shares without violating applicable laws and that he fulfils any eligibility requirements in relation to such shares.

The shares may not be offered, issued or transferred to any person in circumstances which, in the opinion of the Board of Directors, might result in the Company incurring any liability to taxation or suffering any other disadvantage which the Company might not otherwise incur or suffer, or would result in the Company being required to register under any applicable foreign (including US) securities laws.

Subject as mentioned above, shares are freely transferable. The Board of Directors may refuse to register a transfer which would result in (i) a breach of the applicable sale and transfer restrictions (including not fulfilling the relevant eligibility requirements of a Class of Shares), or (ii) either the transferor or the transferee remaining or being registered (as the case may be) as the holder of shares in a Sub-Fund valued at less than the minimum holding requirement.

The Company will require from each registered shareholder acting on behalf of other investors that any assignment of rights to shares be made in compliance with applicable securities laws in the jurisdictions where such assignment is made and that in unregulated jurisdictions such assignment be made in compliance with the applicable sale and transfer restrictions and minimum holding requirement.

(c) Prevention of Money Laundering and Counter the Financing of Terrorism (AML/CFT) Provisions

- (i) Identification and verification of identity

In accordance with applicable Luxembourg laws and regulations (including, but not limited to, the Law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended from time to time (the **AML Law**) and related laws and regulations, including, without limitation the Grand Ducal Regulation dated 1 February 2010 providing details on certain provisions of the AML Law, as amended from time to time, and the applicable circulars and regulations issued from time to time by the Luxembourg competent authorities) concerning the fight against money laundering and counter terrorist financing, including (without being limited to) the CSSF Regulation No 12-02 dated 14 December 2012 relating to the fight against money laundering and terrorist financing, as amended (the **CSSF Regulation 12-02**), obligations are imposed on the Company in order to prevent money laundering and financing of terrorism. As a result of such obligations, the Company, or a delegate on its behalf, such as the UCI Administrator must notably ascertain the identity of any Investor, their beneficial owners, within the meaning of the AML Law (the **Beneficial Owners**), and proxyholders, as applicable, as well as the origin of the funds invested and, as applicable, the source of wealth of the Investor, in accordance with Luxembourg laws and regulations.

For the above purposes, the Company, the Management Company and/or the UCI Administrator may require Investors to provide any information and/or document they deem necessary to effect such identification and verification as per the applicable Luxembourg AML/CFT laws and regulations and the Company's, or its delegates', AML/CFT policies and procedures. From time to time, Investors may be further asked to supply additional or updated information and/or documents in accordance with clients' on-going due diligence obligations according to the relevant laws and regulations. In addition, the UCI Administrator, as delegate of the Company, may require any other information and/or document that the Company may require in order to comply with its other legal and regulatory obligations, including but not limited to the CRS Law and FATCA (as defined below).

Without prejudice to the above, where the Shares are subscribed through an intermediary, such as a Nominee, acting on behalf of its customers, enhanced due diligence measures will be undertaken in accordance with the CSSF Regulation 12-02.

In case of delay or failure by an Investor to provide the required information and/or documentation, the subscription request will not be accepted, any amounts owed to the Investor will not be paid and, in case of redemption, payment of redemption proceeds will be delayed, until full compliance with these requirements. Neither the Company, the Management Company, nor the UCI Administrator will be held responsible for said delay or failure to process deals resulting from the failure by the Investor to provide information and/or documentation or incomplete information and/or documentation. More generally, any delay or failure by an Investor to produce complete information and/or documentation required may result in such delay or failure being reported to the competent authorities, possibly without prior notice to the Investor concerned and/or other related persons.

The Management Company and/or the UCI Administrator also reserve the right to refuse to make any distribution to an Investor if the Management Company and/or the UCI Administrator suspect or are advised that the payment of any distribution monies to such Investor might result in a breach or violation of any applicable AML/CFT or other laws or regulations by any person in any relevant jurisdiction, or such refusal is considered necessary or appropriate to ensure the compliance by the Company and the Management Company with any such laws or regulations in any relevant jurisdiction.

Investors should be further aware that in order to comply with any applicable AML/CFT laws and regulations, certain information and/or documentation regarding Investors may be required to be transmitted to competent authorities in Luxembourg and/or in any applicable jurisdiction.

(ii) International Financial Sanctions

The Company is subject to laws and regulations, including the Luxembourg Law of 19 December 2020 on the implementation of restrictive measures in financial matters, that restrict it from dealing with certain States, persons, entities and groups which are subject to international targeted financial sanctions issued notably by the United Nations, the European Union and the Grand Duchy of Luxembourg (the **International Financial Sanctions**). Where an Investor, or a related party thereof, is found to be subject to International Financial Sanctions, the Company, or relevant delegate on its behalf, may be required to refuse dealings or, as applicable, cease any further dealings with the Investor and freeze the assets held by the Investor, until such sanctions are lifted or a license is obtained under applicable law to continue dealings.

(iii) Luxembourg register of Beneficial Owners

The Company, or any relevant delegate thereof, shall provide the Luxembourg register of Beneficial Owners created pursuant to the Law of 13 January 2019 establishing a Register of beneficial owners, as amended (the **RBO**) with relevant information about any Investor or, as applicable, Beneficial Owner(s) thereof, qualifying as Beneficial Owner of the Company. To the extent required by, and subject to the conditions of the Luxembourg AML/CFT laws and regulations, such information will be made available to the general public through access to the RBO. By executing a subscription agreement with respect to the Company, each Investor acknowledges that failure by an Investor, or, as applicable, Beneficial Owner(s) thereof, to provide the Company, or any relevant delegate thereof, with any relevant information and supporting documentation necessary for the Company to comply with its obligation to provide same information and documentation to the RBO is subject to criminal fines in Luxembourg.

(iv) AML/CFT due diligence on investments

The Company and the Management Company shall ensure that due diligence measures on the Company's investments are applied on a risk-based approach (by itself and/or through a delegate) in accordance with Luxembourg applicable laws and regulations.

2. REDEMPTION OF SHARES

Pursuant to the Articles and subject as provided below, each shareholder of the Company has the right at any time to request the Company to redeem all or some of the shares he/she/it holds.

Shareholders who wish all or some of their shares to be redeemed by the Company must make an irrevocable redemption request by sending such request to the Registrar and Transfer Agent or the Company.

The Redemption Price for each Class of Shares is based on the Net Asset Value per share as of the applicable Valuation Day less any charges set forth in the Appendix for the relevant Sub-Fund.

The Redemption Price will in principle be paid in Luxembourg within such period of time as disclosed in the relevant Appendix.

Payment will be made by bank transfer to the account specified by the relevant shareholder. The Redemption Price will be paid in the Reference Currency of the relevant Class of Shares.

With the consent of or upon request of the shareholder(s) concerned, the Board of Directors may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed. Such redemption will, if required by law or regulation, be subject to a special audit report by the statutory approved auditor of the Company confirming the number, the denomination and the value of the assets which the Board of Directors will have determined to be allocated in counterpart of the redeemed shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company.

If, because of applications for redemption or conversion, it is necessary on a given Valuation Day to repurchase or convert shares representing more than 10% of the NAV of a particular Sub-Fund, the Board of Directors may decide that redemptions or conversions exceeding such threshold be postponed to the next Valuation Day for that Sub-Fund. On that Valuation Day, applications for redemption or conversion which had been postponed shall be given priority over applications for redemption or conversion received in relation to that Valuation Day (and which had not been postponed).

Compulsory Redemptions

The Board of Directors have the right to require the compulsory redemption of all shares held by or for the benefit of a shareholder if the Board of Directors determine that the shares are held by or for the benefit of any shareholder who is or becomes an Ineligible Applicant as described under "Subscriptions". The Company also reserves the right to require compulsory redemption of all shares held by a shareholder in a Sub-Fund if the Net Asset Value of the shares held in such Sub-Fund by the shareholder is less than the applicable minimum holding requirement.

Shareholders are required to notify the Company immediately if at any time they become US Persons, hold shares for the account or benefit of US Persons or otherwise become Ineligible Applicants.

When the Board of Directors become aware that a shareholder (A) is a US Person or is holding shares for the account or benefit of a US Person; (B) is holding shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax, pecuniary or material administrative disadvantages for the Company or its shareholders; or (C) has failed to provide any information or declaration required by the Board of Directors within ten days of being requested to do so, the Board of Directors will either (i) direct such shareholders to redeem or to transfer the relevant shares to a person who is qualified or entitled to own or hold such shares or (ii) redeem the relevant shares.

If it appears at any time that a holder of shares of a Class restricted to Institutional Investors is not an Institutional Investor or that a holder of shares does not fulfil the eligibility requirements for the relevant Class of Shares, the Company will either redeem the relevant shares in accordance with the above provisions or convert such shares into shares of a Class which is not restricted to

Institutional Investors or into a Class of Shares for which the holder of shares fulfils the eligibility requirements (provided there exists such a Class with similar characteristics) and notify the relevant shareholder of such conversion.

Any person who becomes aware that he is holding shares in contravention of any of the above provisions and who fails to transfer or redeem his shares pursuant to the above provisions shall indemnify and hold harmless the Management Company, each of the Directors, the Company, the Depositary, the UCI Administrator, the Investment Adviser (if any), the Investment Manager and the shareholders of the Company (each an **Indemnified Party**) from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

3. CONVERSION OF SHARES

Pursuant to the Articles and the provisions below, each shareholder has the right to request the Company to convert the shares it holds in one given Class of Shares to shares of another Class within the same Sub-Fund or in another Sub-Fund, provided that the shareholder satisfies the conditions for subscription and holding of the relevant Class of Shares.

Conversions between Sub-Funds that have different Cut-Off times (as defined in the relevant Appendix of each Sub-Fund) are not allowed.

The rate at which the shares are converted is calculated by reference to the Net Asset Values of the relevant shares, as determined on the relevant Valuation Day and pursuant to the following formula:

$$A = \frac{B \times C \times D}{E}$$

where:

A: Represents the number of shares to be allocated upon conversion.

B: Represents the number of shares to be converted.

C: Represents the Net Asset Value, as at the applicable Valuation Day, of the shares to be converted.

D: Represents, if appropriate, the applicable market exchange rate between the reference currencies of the two relevant Classes of Shares or Sub-Funds, on the day of the transaction execution date, at the shareholder's risk.

E: Represents the Net Asset Value, as at the applicable Valuation Day, of the shares to be allotted upon conversion.

Shares may be converted as of each Valuation Day in the relevant Class of Shares or Sub-Fund.

The conditions and notice formalities applicable to the redemption of shares shall apply *mutatis mutandis* to the conversion of shares.

A conversion fee payable to the Sub-Fund of up to a maximum of 2.5% of the Net Asset Value of the relevant shares may be charged to shareholders. It is provided that the Board of Directors may, in its sole discretion, waive the conversion fee. In case the conversion fee shall be for the benefit of a Sub-Fund, the conversion fee shall be identical for all conversion requests received on the same Valuation Day of that Sub-Fund.

X. PREVENTION OF MARKET TIMING AND LATE TRADING RISKS

The Board of Directors will not knowingly authorise any practice associated with *market timing* and *late trading*, and reserves the right to reject any request for the subscription, redemption or conversion of shares received from investors that the Board of Directors suspects of employing these practices or practices associated with the same and, where applicable, to take any measures necessary to protect other investors in the Company.

Market timing refers to the arbitrage technique whereby an investor systematically subscribes to and redeems or converts shares in the Company over a short period of time by exploiting time differences and/or imperfections or deficiencies of a system for calculating the Net Asset Value of shares in the Company.

Late trading refers to the acceptance of an order for the subscription, conversion or redemption of shares received after the deadline for the acceptance of orders as of the applicable Valuation Day and its execution at the price based on the Net Asset Value of the shares as of the applicable Valuation Day.

XI. LISTING

The shares of the Company may, at the sole discretion of the Company, be listed on the Luxembourg Stock Exchange. A list of shares so listed is available upon request from the registered office of the Company.

XII. CALCULATION AND PUBLICATION OF THE NET ASSET VALUE OF SHARES AND THE ISSUE, REDEMPTION AND CONVERSION PRICES OF SHARES

The Net Asset Value per share for each Class of Shares is determined in each Sub-Fund under the responsibility of the Board of Directors, in the currency in which the Class of Shares is denominated.

The Net Asset Value of a share of a particular Class of Shares or from a particular Sub-Fund will be equal to the value obtained by dividing the net assets attributable to this Class of Shares or Sub-Fund by the total number of shares issued and in circulation in this Class of Shares or Sub-Fund.

The Net Asset Value per share is calculated as of each Valuation Day as determined for each Sub-Fund in the Appendix. The assets and liabilities of the Company will be determined according to the principles below:

- (i) The value of cash at hand and on deposit, bills and demand notes and accounts receivable, prepaid expenses, dividends and interest declared or due but not yet collected, shall be deemed to be the full value thereof. However, if it is unlikely that this value will be

received in full, the value thereof will be determined deducting the amount the Company considers appropriate to reflect the true value thereof.

- (ii) The value of all transferable securities listed or traded on a stock exchange will be determined based on the last available price published on the market considered to be the main market for trading the transferable securities in question.
- (iii) The value of all transferable securities traded on another regulated market, operating regularly, recognised and open to the public shall be assessed based on the most recent price available.
- (iv) Inasmuch as transferable securities in a portfolio are not traded or listed on a stock exchange or another Regulated Market or if, for securities listed or traded on such an exchange or other market, the price determined in accordance with (ii) or (iii) above is not representative of the real value of these transferable securities, these will be valued based on their probable realisation value, which will be estimated in a prudent manner and in good faith.
- (v) The liquidation value of financial derivative instruments not traded on stock exchanges will be determined in accordance with the rules set by the Board of Directors in a prudent manner and in good faith.
- (vi) Undertakings for collective investment are valued at the latest known Net Asset Value or sale price in the event that prices are listed.
- (vii) All other securities and assets are valued at their probable realisation value estimated in a prudent manner and in good faith according to procedures established by the Board of Directors.

The value of all assets and commitments not denominated in the Reference Currency of the Sub-Fund will be converted into the Reference Currency of the Sub-Fund at the prevailing market rate of exchange. If these prices are not available, the rate of exchange will be determined in a prudent manner and in good faith according to the procedures put in place by the Board of Directors.

The Board of Directors can, at its sole discretion, allow the use of any other valuation method if it considers that aforementioned valuation principles do not affect the probable realisation value or fair value of an asset held by the Company.

Dilution

A Sub-Fund may suffer a reduction in value as a result of the transaction costs incurred in the purchase and sale of its underlying investments and of the spread between the buying and selling prices of such investments caused by subscriptions, redemptions and/or switches in and out of the Sub-Fund. This is known as "dilution". In order to counter this and to protect Shareholders' interests, the Board of Directors may apply "swing pricing" as part of its daily valuation policy. This will mean that in certain circumstances the Board of Directors may make adjustments in the calculations of the Net Asset Values per Share, to counter the impact of dealing and other costs on occasions when these are deemed to be significant.

Swing Pricing

The Company uses a partial swing pricing mechanism meaning that if on any Valuation Day the aggregate value of transactions in shares of a Sub-Fund results in a net increase or decrease of shares which exceeds a threshold of at least 5% (the **Threshold Rate**) set by the Board of Directors from time to time for that Sub-Fund (relating to the cost of market dealing for that Sub-Fund), the Net Asset Value of the Sub-Fund will be adjusted by an amount (the **Adjustment Rate**) not exceeding, in principle, maximum 3% of that Net Asset Value which reflects both the estimated fiscal charges and dealing costs that may be incurred by the Sub-Fund and the estimated bid/offer spread of the assets in which the Sub-Fund invests. The Adjustment Rate may however be significantly higher in the event of exceptional market developments and unforeseen circumstances, such as periods of high volatility, reduced asset liquidity and market stress that would negatively impact the market liquidity of the underlying assets of the Sub-Fund.

The Threshold Rate is set by the Board of Directors taking into account factors such as market conditions, estimated dilution costs and the size of the relevant Sub-Fund. The Adjustment Rate is established by the Board of Directors for each Sub-Fund based on its size, the characteristics of investable securities and expected investors and may be different between the Sub-Funds. Any changes in the Threshold Rate or Adjustment Rate for a Sub-Fund must be approved by the Board of Directors or its delegate(s).

This adjustment acts as a counter to the dilution effect on the relevant Sub-Fund arising from large net cash inflows and outflows and aims to enhance the protection of the existing Shareholders in the relevant Sub-Fund.

The swing pricing mechanism is applied to the capital activity at the level of a Sub-Fund and does therefore, not address the specific circumstance of each Shareholder transaction. The adjustment will be an addition when the net movement results in an increase of all shares of the Company and a deduction when it results in a decrease.

Until the Threshold Rate is triggered, no Net Asset Value adjustment is applied and the transaction costs will be borne by the Sub-Fund.

The swing pricing mechanism will not benefit the Management Company or the relevant Investment Manager in any way. It is designed to treat all Shareholders of a specific Sub-Fund fairly.

For the avoidance of doubt, it is clarified that performance fees will continue to be calculated on the basis of the unadjusted Net Asset Value.

Should an error occur in the Net Asset Value - be it from a calculation error or resulting from an investment breach - it would be dealt with in accordance with the principles laid down in the CSSF Circular 24/856. In particular the Company applies the default materiality threshold defined by such Circular. If, following such an error, a compensation is required, investors are hereby informed that their shareholders' rights may be affected if they have subscribed in the Company through a financial intermediary.

XIII. TEMPORARY SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE OF SHARES AND THE ISSUE, REDEMPTION AND CONVERSION PRICES OF SHARES

The Company may suspend the calculation of the Net Asset Value per share of a given Sub-Fund or Class of Shares and, if necessary, the issue, redemption and conversion of shares of this Sub-Fund or Class of Shares under certain circumstances. These circumstances may include:

- (i) during any period when any market or stock exchange, on which a material part of the investments of the relevant Sub-Fund for the time being is quoted, is closed, or during which dealings are substantially restricted or suspended;
- (ii) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to such Sub-Fund would be impracticable;
- (iii) during any breakdown or restriction in the use of the means of communication normally employed to determine the price or value of any of the investments attributable to such Sub-Fund or the current prices or values of any stock exchange;
- (iv) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
- (v) during any period when in the opinion of the Board of Directors there exist unusual circumstances where it would be impracticable or unfair towards the shareholders to continue dealing with shares of any Sub-Fund or any other circumstance where a failure to do so might result in the shareholders of the Company, a Sub-Fund or a Class of Shares incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the shareholders of the Company, a Sub-Fund or a Class of Shares might not otherwise have suffered;
- (vi) in the event of the publication (i) of the convening notice to a general meeting of shareholders at which a resolution to wind up the Company or a Sub-Fund is to be proposed, or of the decision of the Board of Directors to wind up one or more Sub-Funds, or (ii) to the extent that such a suspension is justified for the protection of the shareholders, of the notice of the general meeting of shareholders at which the merger of the Company or a Sub-Fund is to be proposed, or of the decision of the Board of Directors to merge one or more Sub-Funds;
- (vii) in the case of the suspension of the calculation of the net asset value of one or several funds in which a Sub-Fund has invested a substantial portion of assets.

Notice of any suspension will be published by the Company, if it considers it appropriate, and notified to shareholders that have made a request for subscription, redemption or conversion of shares in respect of which calculation of the Net Asset Value has been suspended.

During any suspension of the calculation of the Net Asset Value, requests for subscription, redemption or conversion of shares may be revoked provided such requests reach the Company

prior to the lifting of the suspension period. Failing revocation, the issue, redemption or conversion price shall be based on the Net Asset Value calculated as of the first Valuation Day after the end of the suspension period.

Any suspension relating to a Sub-Fund shall have no effect on the calculation of the Net Asset Value, and, if applicable, the issue, redemption or conversion price of the shares of any other Sub-Fund.

XIV. GENERAL MEETINGS OF SHAREHOLDERS AND FINANCIAL YEAR

The annual general shareholders' meeting shall be held at the registered office of the Company or any other location in Luxembourg specified in the convening notice, within six (6) months of the end of each financial year.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

Shareholders will meet upon call by the Board of Directors or upon the written request of shareholders representing at least one tenth of the share capital of the Company, pursuant to a notice setting forth the agenda, sent in accordance with Luxembourg laws.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the Record Date), whereas the right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

The financial year of the Company starts on 1 January and ends on 31 December of the same year.

XV. PERIODICAL REPORTS AND PUBLICATIONS

The Company publishes an audited annual report and an unaudited semi-annual report. These reports include financial information relating to the various Sub-Funds of the Company as well as the composition and progression of the price of their assets. Each report also contains a consolidated statement of the assets of each Sub-Fund expressed in USD. Annual reports are published within four months following the close of the financial year. Semi-annual reports are published within two months of the end of the semester.

All these reports will be made available to shareholders at the registered office of the Company, by the UCI Administrator and by any appointed distributor or intermediary.

The Net Asset Value per share of each Sub-Fund as well as the issue and redemption prices will be made public at the registered office of the UCI Administrator and of the Company.

The following documents may be consulted free of charge on each Business Day during normal business hours at the Company's registered office:

- The Articles;
- The Prospectus;
- The Key Information Documents;
- The Depositary Agreement;
- The UCI Administration Agreement;
- The Investment Management Agreement;
- The Management Company Agreement;
- The Domiciliary Agreement; and
- Annual and semi-annual reports.

A copy of the Articles, the Prospectus and copies of the annual and semi-annual reports of the Company may be requested free of charge from the registered office of the Company.

In addition, the Prospectus, the annual and semi-annual reports and the Key Information Documents, as appropriate, are available under www.luxcellence.com

XVI. DIVIDEND DISTRIBUTION

In principle, accumulation shares will not make any distributions.

In principle, distribution shares give their owners the right to receive distributions. Following each distribution, the proportion of the net assets to be attributed to such distribution shares shall be reduced by an amount equal to the amount of the distribution, thus resulting in a reduction of the net assets attributable to such distribution shares.

Distributions may be composed of income (e.g. dividend income and interest income), realised and/or unrealised gains on investment, and they may include or exclude fees and expenses.

To the extent that distributions are paid out of sources other than income, such payment of distributions amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that share class. Shareholders may receive a higher distribution than they would have otherwise received in a Share class where fees and expenses are deducted from the distributable income.

Investors should note that the charging of fees and expenses to sources other than income as described above may constrain future capital growth for such Shares together with the likelihood that the value of future returns would be diminished.

The allocation of fees and expenses out of sources other than income in the process of dividend distributions may result in distributions paid effectively out of the capital of such Shares. In these circumstances, distributions made in respect of such shares should be understood by investors as a form of capital reimbursement.

Investors in certain countries may be subject to higher tax rates on distributions than on capital gains from the sale of fund shares. Some investors may therefore prefer to subscribe to capitalising rather than distributing share classes. Investors are advised to consult their tax adviser on this matter.

At the annual general meeting, the shareholders of each Class of Shares shall decide, upon the proposal of the Board of Directors and subject to the limits imposed by this Prospectus and by law, the amount of distributions to be disbursed, if any, for such Class of Shares.

No distribution shall reduce the share capital of the Company to an amount less than the minimum provided by the 2010 Law.

The Board of Directors may decide to pay interim distributions.

Distributions shall be paid in the Reference Currency of the relevant Class of Shares.

In the event that a dividend is declared and is not claimed by the beneficiary within five years from the date of declaration, it may no longer be claimed and shall be returned to the relevant Sub-Fund for the benefits of the relevant Class of Shares. No interest will be payable on any dividend declared by the Company and held at the disposal of the beneficiary.

XVII. TAX TREATMENT OF THE COMPANY AND ITS SHAREHOLDERS

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of shares and is not intended as tax advice to any particular investor or potential investor. Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

1. Taxation of the Company

The Company is not subject to any taxation in Luxembourg on its income, profits or gains in the Grand Duchy of Luxembourg.

A EUR 75 registration tax is to be paid upon incorporation and each time the Articles are amended. No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the shares of the Company.

The Company is not subject to net wealth tax in Luxembourg.

The Sub-Funds are, nevertheless, in principle, subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% *per annum* based on their Net Asset Value at the end of the relevant quarter, calculated and paid quarterly.

A reduced subscription tax rate of 0.01% *per annum* is however applicable to any Sub-Fund whose exclusive object is the collective investment in Money Market Instruments, the placing of deposits

with credit institutions, or both. A reduced subscription tax rate of 0.01% *per annum* is also applicable to any Sub-Fund or Class provided that their shares are only held by one or more Institutional Investors.

A subscription tax exemption applies to:

- (i) The portion of any Sub-Fund's assets (*pro rata*) invested in a Luxembourg investment fund or any of its sub-fund to the extent it is subject to the subscription tax;
- (ii) Any Sub-Fund (i) whose securities are only held by Institutional Investor(s), and (ii) whose sole object is the collective investment in Money Market Instruments and the placing of deposits with credit institutions, and (iii) whose weighted residual portfolio maturity does not exceed 90 days, and (iv) that have obtained the highest possible rating from a recognised rating agency. If several Classes are in issue in the relevant Sub-Fund meeting (ii) to (iv) above, only those Classes meeting (i) above will benefit from this exemption;
- (iii) Any Sub-Fund, whose main objective is the investment in microfinance institutions;
- (iv) Any Sub-Fund, (i) whose securities are listed or traded on a stock exchange and (ii) whose exclusive object is to replicate the performance of one or more indices. If several Classes are in issue in the relevant Sub-Fund meeting (ii) above, only those Classes meeting (i) above will benefit from this exemption;
- (v) Any Sub-Fund only held by pension funds and assimilated vehicles.

In addition, the Company can benefit from a reduced subscription tax rate for the portion of net assets invested in sustainable economic activities as defined in Article 3 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment. For a portion of at least 5% of net assets invested into qualifying assets, the subscription tax rate applicable to the portion of qualifying assets is reduced to 0.04%. When that portion is increased to at least 20%, 35% or 50%, the subscription tax rate can be reduced to 0.03%, 0.02% and 0.01% respectively. In order to benefit from the reduced subscription tax, the Company will need to comply with specific conditions and reporting obligations listed in article 174 (3) of the 2010 Law and Circular 804 issued by the Luxembourg indirect tax administration on 17 February 2021.

2. Withholding tax

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Company may benefit from some double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or reduction of withholding tax rate if applicable.

Distributions made by the Company as well as liquidation proceeds and capital gains derived therefrom are not subject to withholding tax in Luxembourg.

Taxation of the Shareholders

Tax treatment varies depending whether the investor is an individual or a corporate structure.

Investors who are not or have not been tax resident in the Grand Duchy of Luxembourg and who do not maintain a permanent establishment or have a permanent representative there are not subject to any Luxembourg taxation of income in respect of income from or the capital gains on their shares.

Interested parties and investors are recommended to find out about the laws and regulations that apply to the taxation of the Company's assets and to the subscription, purchase, ownership, redemption or transfer of shares in their country of residence, and to seek the advice of external third parties, especially a tax adviser.

Base Erosion and Profit Shifting

The Organisation for Economic Co-operation and Development together with the G20 countries have committed to address abusive global tax avoidance, referred to as base erosion and profit shifting (**BEPS**) through 15 actions detailed in reports released on October 5, 2015.

As part of the BEPS project, rules dealing inter alia with double tax treaties abuse, the definition of permanent establishments, controlled foreign companies and hybrid mismatch arrangements, are being introduced into respective domestic law of BEPS member states via the European Union (**EU**) directives and a multilateral instrument.

The European Council has adopted two Anti-Tax Avoidance Directives (being, Council Directive (EU) 2016/1164 of 12 July 2016 laying down rules against tax avoidance practices that directly affect the functioning of the internal market (**ATAD I**) and Council Directive (EU) 2017/952 of 29 May 2017 amending ATAD I as regards hybrid mismatches with third countries (**ATAD II** and together with ATAD I, **ATAD**)) that address many of the above-mentioned issues. The measures included in ATAD I and ATAD II were already implemented into Luxembourg law on, respectively, December 21, 2018 (the **ATAD I Law**) and December 20, 2019 (the **ATAD II Law**) and almost all of them are applicable since, respectively, January 1, 2019 and January 1, 2020. The ATAD I Law as well as the ATAD II Law may have a material impact on how returns to Investors are taxed.

In particular, ATAD I Law and ATAD II Law introduced rules aiming at putting an end to hybrid mismatches that exploit differences in the tax treatment of an entity or instrument under the laws of two or more tax jurisdictions to achieve double non-taxation, including long-term taxation deferral.

The Luxembourg hybrid mismatch rules apply to hybrid mismatches between Luxembourg and (an)other Member State(s) and/or (a) third country(ies).

Other BEPS Actions have been implemented at international level within the "Multilateral Convention to Implement Tax Treaty Related Measures to prevent BEPS" (**MLI**), published by the OECD on 24 November 2016. The aim of the MLI is to update international tax rules and lessen the opportunity for tax avoidance by transposing the results from the BEPS project into more than 2,000 double tax treaties worldwide. A number of jurisdictions (including Luxembourg) have signed the MLI. The ratification process of Luxembourg has been achieved through the law of 7 March 2019 and the deposit of the ratification instrument with the OECD on 9 April 2019. As a consequence, the MLI is in force since 1 August 2019. Its application per double tax treaty

concluded with Luxembourg will depend on the ratification by the other contracting state and on the type of tax concerned. Subsequent changes in double tax treaties negotiated by Luxembourg incurred by the MLI could adversely affect the returns from the Company or its Shareholders. Returns from the Company may be adversely affected by the way in which relevant jurisdictions, including jurisdictions in or through which the Company invests, implement the proposed BEPS Actions. We cannot assure you that such tax laws and treaties will not change. Prospective Investors should consult their own tax advisors with respect to the impact to them of the BEPS Actions.

Overall, the implementation of ATAD may affect the structuring and tax efficiency of the Company. The implementation of the BEPS Actions, ATAD I and ATAD II may also require the Management Company, the Investment Manager and/or their representatives to enter into discussions with tax authorities which may involve disclosure of the holding structure, the structure of the Company and the identity and certain other information pertaining to the investors. Each prospective investor should be aware that such discussions and disclosure may take place and that investors may be required to provide further information to the Management Company and/or Investment Manager in order to facilitate such discussions. Any such restructuring or discussions may give rise to adverse tax or other consequences and there is no guarantee that the outcome of any restructuring or discussions with tax authorities will achieve their intended results. Investors should consider and consult with their own tax advisors with respect to the potential impact the BEPS Actions, ATAD I and ATAD II may have on their respective tax positions.

Automatic Exchange of Information

The Organisation for Economic Co-operation and Development (**OECD**) has developed a CRS to achieve a comprehensive and multilateral automatic exchange of information (**AEOI**) on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the **Euro-CRS Directive**) was adopted in order to implement the CRS among the Member States. For Austria, the Euro-CRS Directive will apply for the first time by 30 September 2018 for the calendar year 2017, i.e. the Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments of 3 June 2003, as amended (the **Savings Directive**), will apply for one year longer.

The Euro-CRS Directive was implemented into Luxembourg law by the Law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation (the **CRS Law**). The CRS Law requires Luxembourg financial institutions to identify financial asset holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement.

Accordingly, the Company may require its investors to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status. Responding to CRS-related questions is mandatory. The personal data obtained will be used for the purpose of the CRS Law or such other purposes indicated by the Company in the data protection section of the Prospectus in compliance with Luxembourg data protection law. Information regarding an investor and his/her/its account will be reported to the Luxembourg tax authorities (*Administration des Contributions Directes*), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis, if such an account is deemed a CRS reportable account under the CRS Law.

The Company is responsible for the treatment of the personal data provided for in the CRS Law.

The Company reserves the right to refuse any application for shares if the information, whether provided or not, does not satisfy the requirements under the CRS Law.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement (the Multilateral Agreement) to exchange information automatically under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

On 25 June 2018, Council Directive (EU) 2018/822 (DAC6) entered into force introducing rules regarding the mandatory automatic exchange of information in the field of taxation in relation to reportable cross-border arrangements (RCBAs). DAC6 is intended to provide the tax authorities of EU member states with comprehensive and relevant information about potentially aggressive tax-planning arrangements with the aim that this information will enable the authorities to react promptly against harmful tax practices and close loopholes by enacting legislation or by undertaking adequate risk assessments and carrying out tax audits. DAC6 has been implemented in Luxembourg by the law of 25 March 2020 (the **DAC 6 Law**).

The DAC6 obligations apply from 1 July 2020, but may require reporting of arrangements implemented between 25 June 2018 and 30 June 2020. The Directive generally requires EU intermediaries to report to their local tax authorities information about RCBAs, including details of the arrangement as well as identification information about the involved intermediaries and relevant taxpayers, i.e. the persons to whom the RCBA is made available. Subsequently, the local tax authorities exchange the information with the tax authorities of other EU member states. As such, in light of the broad scope of DAC6, the Company may be legally required to file information that is within its knowledge, possession or control on any RCBA to the respective tax authorities. This legislation is capable of applying to arrangements that do not necessarily constitute aggressive tax planning. Each Shareholder acknowledges that any intermediary in the meaning of the DAC6 Law may be obliged to report certain information regarding the Company or any of its direct or indirect investments.

Investors should consult their professional advisers on the possible tax and other consequences with respect to the implementation of the CRS and DAC6.

United States (US) Tax Withholding and Reporting under FATCA

The FATCA, a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US (**foreign financial institutions** or **FFIs**) to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service (**IRS**) on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement (**IGA**) with the United States of America and a memorandum of understanding in respect thereof. The Company would hence have to comply with this Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the **FATCA Law**) in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Company may be required to collect information aiming to identify its

direct and indirect shareholders that are Specified US Persons for FATCA purposes (**FATCA reportable accounts**). Any such information on FATCA reportable accounts provided to the Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and Capital, entered into in Luxembourg on 3 April 1996. The Company intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company. The Company will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

To ensure the Company's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Company or its duly appointed delegates may:

- (i) request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- (ii) report information concerning a shareholder and his account holding in the Company to the Luxembourg tax authorities if such account is deemed a US reportable account under the FATCA Law and the Luxembourg IGA;
- (iii) report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to investors with FATCA status of a non-participating foreign financial institution;
- (iv) deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Company in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
- (v) divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

The Company hereby confirms that it is a reporting FFI, as of the date of this prospectus, as laid down in the FATCA rules. In case of change in this status, the prospectus will be amended accordingly.

The Company is responsible for the treatment of the personal data provided for in the FATCA Law. The personal data obtained will be used for the purposes of the FATCA Law and such other purposes indicated by the Company in this Prospectus in accordance with applicable data protection legislation, and may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*). Responding to FATCA-related questions is mandatory.

The Company reserves the right to refuse any application for shares if the information provided by a potential investor does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

XVIII. CHARGES AND EXPENSES

The Company will pay all the expenses to be borne by it, including without limitation, expenses relating to the incorporation and subsequent amendment of the Articles, commissions payable to the Investment Manager(s) and/or the Investment Adviser (if any) (as provided in the Prospectus), the Depositary, the UCI Administrator and other agents of the Company, to the members of the Board of Directors and to representatives in those places where the Company is registered, insurance premium fees, fees to be paid to fund platforms or intermediaries (such as, but not limited to, Acolin Group entities) involved in the marketing, distribution or settlement of the Company's Shares, expenses relating to legal and/or tax assistance/advice and auditing of the Company's accounts, expenses associated with fund structuring, regulatory, risk, reporting and fund governance support payable by the Company, expenses in connection with the preparation, advertising, printing and publication of marketing documents, filing or registration expenses, all taxes and duties levied by governmental authorities and stock exchanges, expenses relating to the publication of issue, redemption and conversion prices, all other operating expenses, including finance, banking or brokerage fees incurred on the purchase or sale of assets or otherwise, and all other administrative expenses. In addition, Directors may obtain reimbursement of insurance expenses, and reasonable travel, hotel and other expenses incurred in connection with their attendance at Board of Directors' meetings or general shareholders' meetings of the Company.

The Company will bear the costs associated with its creation. Such cost will be amortised over a period not exceeding 5 years. Any unamortised costs may, at the discretion of the Board, be allocated pro-rata to newly created sub-funds.

Expenses for the creation of any Sub-Fund, including related fees and expenses of the legal and tax advisers in Luxembourg and abroad, will be borne by the relevant Sub-Fund and amortised over a period of up to five years.

1. Management Company fees

The Management Company will receive an annual variable fee (**Management Company Fee**) up to 0.05%, based on the average net assets of the Company, with an annual minimum of EUR 60,000 for the whole Company (to be applied on a pro-rata basis to the size of the different Sub-Funds) without prejudice to the other fees due to the Management Company related to the cross-border registration services, as specified in the relevant agreement(s). Such fees are payable monthly in arrears.

2. Depositary fees, Administration fee and Domiciliary fees

For the services it performs under the UCI Administration Agreement, the Depositary Agreement and the Domiciliary Services Agreement, CACEIS Bank, Luxembourg Branch will be entitled to receive out of the assets of the Company a fee calculated on the average net assets of the Company and payable monthly in arrears of up to 0.09% per annum of the Net Asset Value of the relevant Sub-Fund and a fixed fee of EUR 20.000 per Sub-Fund per annum. The UCI Administrator will also be entitled to receive other fees as set out in the UCI Administration Agreement.

The UCI Administrator will also be reimbursed for all reasonable out-of-pocket expenses incurred in the performance of its duties as detailed in the UCI Administration Agreement.

The Depositary shall also be entitled to receive customary banking fees for transactions out of the assets of the Company.

These fees may be increased from time to time to reflect current market practice, if agreed between the Company and the Depositary.

3. Other fees

The fees to be paid to the Investment Manager are disclosed in the relevant Appendix.

The fees to be paid to the global distributor are described in the relevant Appendix.

A subscription fee of up to 2.5% of the subscription proceeds may be charged for the benefit of distributors and other financial intermediaries.

XIX. DISSOLUTION OF THE COMPANY

The Company may be dissolved at any time by decision of the general meeting of shareholders deciding with the same quorum and majority requirements as for the amendment of the Articles.

The question of the dissolution of the Company must also be submitted to the general meeting of shareholders if the share capital falls below two-thirds of the minimum share capital required by the 2010 Law; in this case, the general meeting shall deliberate with no quorum requirement and shall decide by a simple majority of the votes cast.

The question of the dissolution of the Company must also be submitted to the general meeting of shareholders if the share capital falls below one quarter of the minimum share capital required by the 2010 Law; in this case, the general meeting shall deliberate with no quorum requirement and the dissolution may be resolved by shareholders holding a quarter of the shares at the meeting.

Such general meeting of shareholders shall be convened so that it is held within 40 days from the ascertainment that the net assets of the Company have fallen below two-thirds or one quarter of the minimum share capital, as the case may be.

XX. LIQUIDATION AND MERGER OF SUB-FUNDS

1. Liquidation of a Sub-Fund

The Board of Directors may decide to close one or more Sub-Funds in the interests of the shareholders, if, in the opinion of the Board of Directors, significant changes in the political or economic situation render this decision necessary or if for any reason the value of the net assets of one or more Sub-Funds falls below an amount considered by the Board of Directors to be the minimum threshold for the Sub-Fund to be managed properly.

The Board of Directors may also decide to convene a general shareholders' meeting for a Sub-Fund for the purpose of deciding its dissolution. This general meeting will deliberate without any quorum requirement and the decision to dissolve the Sub-Fund will be taken by a majority of the votes cast.

In the event of the dissolution of a Sub-Fund or the Company, the liquidation will be carried out pursuant to the provisions of the Law, governing undertakings for collective investment, which sets

out the procedures to enable shareholders to benefit from liquidation dividends and in this context provides for the depositing of any amount that could not be distributed to shareholders when the liquidation is complete with the *Caisse de Consignation* in Luxembourg.

2. Merger with another Sub-Fund or with another undertaking for collective investment

The Board of Directors may decide to merge any Sub-Fund with another undertaking for collective investment qualifying as a UCITS (whether subject to Luxembourg law or not) or with another Sub-Fund of the Company.

The mergers will be undertaken within the framework of the 2010 Law.

Any such merger shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of shareholders of the Sub-Fund concerned. No quorum is required for such a meeting and decisions are taken by a simple majority of the votes cast. In case of a merger of a Sub-Fund where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders resolving in accordance with the quorum and majority requirements for changing the Articles.

Any such merger will be undertaken in accordance with the 2010 Law which provides, inter alia, that shareholders will be informed of such mergers and have the possibility to redeem their shares free of charge during 30 days prior to the last day on which such redemptions will be accepted.

3. Consolidation / Split of Classes of Shares

The Board of Directors may also decide to split or consolidate different Classes of Shares within a Sub-Fund. Such decision will be published in accordance with applicable laws and regulations.

4. Split of Sub-Funds

The Board of Directors may decide the reorganisation of a Sub-Fund, by means of a division into two or more Sub-Funds. Such decision will be published in accordance with applicable laws and regulations. Such publication will normally be made one month before the date on which the reorganisation becomes effective in order to enable the shareholders to request redemption of their shares, free of charge, before the operation involving division into two or more Sub-Funds becomes effective.

LIST OF APPENDICES

APPENDIX I

CHINA DECARBONIZATION SOLUTIONS 2060

APPENDIX I

GATE CM Fund SICAV

CHINA DECARBONIZATION SOLUTIONS 2060

(the **Sub-Fund**)

This special part of the Prospectus supplements the Main Part regarding the Sub-Fund. The following provisions must be read in association with the Main Part of the Prospectus.

For the purpose of this Appendix only, the definition of Business Day is referring to a wider scope, and should be understood as any day on which banks in Luxembourg and in Switzerland are open for business except on 24 December and on which Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect are open. A calendar is available, free of charge, at the registered office of the Company.

1. INVESTMENT OBJECTIVE

The investment objective of the Sub-Fund is to achieve long-term performance in the Chinese equity market, without index constraints, through active management.

2. INVESTMENT POLICY

The Sub-Fund invests at least 80% of its net assets in equities of companies either headquartered in, or generating the majority of their revenue from the People's Republic of China having a minimum market capitalization of USD 1 billion.

These equity investments will be made in CNH or HKD.

The Sub-Fund may invest in equity securities traded on the following markets: onshore markets via the China Connect scheme for China A-shares (in CNH) and offshore markets for H-shares (in HKD).

The Sub-Fund may also invest up to 20% of its assets in Money Market Instruments (in USD) or in units and/or shares of UCITS and/or Other UCIs investing in Money Market Instruments or in cash.

The Sub-Fund uses a conviction investment strategy applying quality criteria when investing in companies. Moreover, these companies must contribute to or benefit from the decarbonization trend in the People's Republic of China.

The Sub-Fund may invest up to 10% of its total assets in units and/or shares of UCITS and/or Other UCIs.

On a temporary basis and due to exceptionally unfavourable market circumstances as determined by the Investment Manager at its sole discretion, the Sub-Fund may invest up to 100% of its net assets in deposits, Money Market Instruments, units and/or shares of UCITS and/or Other UCIs investing in Money Market Instruments or in cash if the Investment Manager believes that this is in the best interest of shareholders.

The Sub-Fund promotes environmental, social and governance (ESG) characteristics and, as such, falls within the scope of Article 8 of SFDR. In accordance with SFDR and SFDR-RTS, ESG-

related pre-contractual disclosures for the Sub-Fund are detailed in the pre-contractual disclosure for the Sub-Fund annexed to this Appendix I. Further details on sustainability disclosures are detailed in section 16 of this Appendix I.

During the acquisition process an additional filter will be applied that will aim at avoiding investments that may be impacted by sustainability risks as defined in Section 15 here below. The filtering criteria considers environmental, social and governance characteristics (ESG), although not exclusively. For example, stocks with a high ESG controversy risk, or whose activity does not meet minimum ethical or sustainable standards (sector or normative exclusion) are meant to be excluded. The strategy approaches sustainability factors as an enhanced analysis of investee companies, on top of conventional financial analysis and evaluation, to better understand companies' risk and return profiles and their long-term financial performance prospects.

The consideration of ESG criteria might reduce the opportunity set of the Sub-Fund, and subsequently have an impact on the Sub-Fund performance and risk profile.

3. DURATION OF THE SUB-FUND

The Sub-Fund's lifespan is indefinite.

4. SUB-FUND REFERENCE CURRENCY

The Sub-Fund is denominated in CNH.

5. USE OF DERIVATIVES

The Sub-Fund may, in accordance with the Main Part, use derivatives for hedging and/or investment purposes. Although the Sub-Fund may enter into such transactions for currency hedging purposes, the main objective of the Sub-Fund when using techniques and instruments relating to hedging purposes is to generate additional income for the Sub-Fund. Transactions which are undertaken for purposes other than hedging should have no negative effect on the quality of the investment policy.

The hedging costs are borne by the respective Share Classes. It is not the intention to fully hedge and no insurance is given that this hedging objective will be achieved.

6. RISK NOTICES

There can be no guarantee that the investment objectives will actually be achieved. Consequently, the Net Asset Value of the Shares may rise or fall, and may result in different levels of positive or negative returns. The Sub-Fund is not a capital-guaranteed product.

Investors should carefully read the risk factors disclosed in the Main Part. The principal risk factors associated with this Sub-Fund (non-exhaustive) are as follows:

- derivatives risk;
- emerging markets risk;
- foreign exchange risk;
- interest rate risk;

- investment in equities;
- liquidity risk;
- market risk;
- currency exchange risk – Investment in CNH;
- currency exchange risk - investment in HKD or USD;
- currency exchange risk – Share class (EUR-USD-CHF);
- sustainability risk; and
- investing in Chinese A-Shares through Stock Connects.

7. METHOD FOR MEASURING GLOBAL EXPOSURE OF THE SUB-FUND

The global exposure of the Sub-Fund is measured using the Commitment Approach.

8. INVESTOR PROFILE

The Sub-Fund may be suitable for all categories of investors.

9. INVESTMENT MANAGER

The Management Company, with the consent of the Company, has appointed GATE Capital Management SA.

GATE Capital Management SA, whose registered office is at rue de Jargonnant 2, 1207 Genève, was incorporated on 16 November 2021. Its main activities are asset management and advisory services. It is in the process of being registered with the Swiss Financial Market Supervisory Authority (**FINMA**).

10. GLOBAL DISTRIBUTOR

Acolin Europe AG as global distributor of the Company shall receive a global distributor fee amounting up to a maximum 0.02% p.a. calculated on the Net Asset Value of each Class of shares and payable quarterly with a minimum fee of CHF 15,000 per annum.

The Global Distributor is authorized to appoint sub-distributors (including but not limited to placement agents).

11. DESCRIPTION OF THE SHARES

The Sub-Fund offers Shares in the following Classes:

Share Class	Distribution policy	Investment Management fee (1)	Performance fee (2)	Minimum initial subscription and holding amount
Class R CNH Shares	acc	1.80%	10%	CNH equivalent to USD 1,000.-
Class R EUR Shares				EUR equivalent to USD 1,000.-

Class R EUR H Shares				
Class R USD Shares				
Class R USD H Shares				USD 1,000.-
Class I CNH Shares				CNH equivalent to USD 150,000.-
Class I EUR Shares				EUR equivalent to USD 150,000.-
Class I EUR H Shares				
Class I USD Shares				
Class I USD H Shares				USD 150,000.-
		1.35%		

- 1 The investment management fee is calculated on the Net Asset Value of the relevant Share Class on the relevant Valuation Day. These fees will be accrued on each Valuation Day and are payable monthly in arrears.
- 2 See section "Performance fee" below for more details.

Classes of Shares may be made available in various currencies as the Board of Directors may decide from time to time. These Classes of Shares are offered as accumulation ("acc.") Shares and may be hedged (H) or may not be hedged (in which case no "H" is used). Please refer to www.luxcellence.com for a complete list of available Classes.

Eligibility requirement

Investors may subscribe Classes not otherwise reserved to specific investors and subject to the minimum initial subscription and holding amount.

- **Class R Shares**

Class R Shares, hedged or non-hedged, may be subscribed by all investors².

- **Class I Shares**

Class I Shares, hedged or non-hedged, are reserved to investors qualifying as institutional investors as defined in the 2010 Law.

Subscription, redemption and conversion fees:

Classes R Shares, may be subject to a subscription fee of up to 2.5% payable to the relevant distributor and a conversion fee of up to 2.5%, payable to the Company. It is provided that the Board of Directors may, in its sole discretion, waive the subscription fee and the conversion fee.

No redemption fee is charged.

Performance fees

In addition to the Investment Management fee, a performance fee may be paid, at the charge of the Sub-Fund, to the Investment Manager on a quarterly basis in relation to Class R and Class I Shares, hedged or non-hedged. The Investment Manager will be entitled to a performance fee which is calculated and crystallised (i.e. provisioned and payable) in relation of each Valuation Day for each Share and fraction thereof in issue, at the rate set out in the table above of the difference – if positive – between:

- the Net Asset Value per Share before deduction of the daily performance fee to be calculated, but after deduction of all the liabilities and other fees attributable to the respective Class of Shares, including but not limited to the Investment Management fee; and
- the "High Water Mark", being the all-time highest Net Asset Value per Share of the Class recorded on any preceding day.

The performance fees, described under sub-section "Performance Fees", are calculated based on the unswung Net Asset Value.

In relation to Classes of Shares launched during the financial year of the Company, the initial High Water Mark shall be equal to the initial subscription price of such Class of Shares. Performance of Classes of Shares in currencies other than the Reference Currency of the Sub-Fund shall be measured in the currency of such Classes of Shares.

Under the High Water Mark principle, the Net Asset Value will be maintained, as the case may be, and no performance fee will be charged, until an outperformance of this Net Asset Value, during the performance reference period. No performance fee will be provisioned as long as the Net Asset Value does not exceed the last High Water Mark.

Any crystallised performance fee shall be paid to the Investment Manager in arrears after each calendar quarter end.

If shares are redeemed at a date other than the date of the payment of the Performance Fee, when a Performance Fee has been provisioned, the portion of the Performance Fee attributable to redeemed shares is definitely accrued to the Investment Manager and will be paid after each calendar quarter end.

The performance reference period corresponds to the whole life of the relevant Class of Shares and it cannot be reset, as in this model the performance fee cannot be accrued or paid more than once for the same level of performance over the whole life of the Class of Shares, therefore allowing the Class of Shares to derogate from the crystallization frequency requirement set out in paragraph 32 of ESMA Guidelines on performance fees in UCITS, in accordance with paragraph 33 of such Guidelines.

With this High Water Mark model, the daily frequency for the crystallization of the performance fee (if any) and the quarterly frequency for the subsequent payment to the Investment Manager are defined in such a way as to ensure alignment of interests between the Investment Manager and the Sub-Fund's shareholders and fair treatment among investors.

Example

Valuation Day	NAV per share before performance fee	High Water Mark (HWM)	Performance of the share class	Outperformance regarding the HWM	Payment of performance fee
1	102	100	2.00%	2.00%	YES
2	110	101.80	7.84%	8.08%	YES
3	105	109.18	-4.55%	-3.83%	NO
4	118	109.18	12.38%	8.08%	YES
5	115	117.12	-2.54%	-1.81%	NO

For the avoidance of any doubts, the above example is provided for illustration purposes only and is not an indication of future performance.

12. DISTRIBUTION POLICY

In accordance with the Main Part. At the date of this Prospectus, the Sub-Fund only issues accumulating shares for which no distributions are envisaged.

13. CHARGES AND EXPENSES

The Sub-Fund will bear the fees and expenses attributable to it as described under section XVIII. of the Main Part.

The estimated cost of establishment of the Sub-Fund is between EUR 70,000 and EUR 100,000.

The cost of establishment of the Sub-Fund will be written off over a period not exceeding five (5) years.

14. SHARE DEALING

(i) General

Shares in the Sub-Fund may be dealt in on each Valuation Day. The Issue and Redemption Price is based on the Net Asset Value of the Shares which is calculated on each Business Day (the **Valuation Day**), and is rounded up to two decimal points.

Investor may subscribe or redeem Shares of the Sub-Fund on each Valuation Day. Applications for dealing in Shares must be received by the registrar and transfer agent no later than 12.00 noon Luxembourg time (*cut-off time*) one Business Day prior to the applicable Valuation Day.

Applications for dealing in Shares of the Sub-Fund may also be sent to the UCI Administrator in Luxembourg (or, where applicable, to the local distributors and intermediaries in the individual countries of distribution) in accordance with the above. Investors should note that the foregoing entities may apply earlier cut-off times.

(ii) Minimum Initial and Subsequent Subscription, Holding and Redemption Amounts

The initial minimum subscription and minimum holding amounts for each Class is set out in the table above.

There are no minimum subsequent subscription nor minimum redemption amounts for all Classes.

(iii) Settlement

(A) Subscriptions

For the Share Classes R, the total amount of the subscription must be received in cash up front.

For the Share Classes I, the total amount of the subscription must be received in cleared funds on an account of the Company within three (3) Business Days after the corresponding Valuation Day.

This issue price may also be increased to cover any duties, taxes and stamp duties which may have to be paid. This subscription fee may be waived by the Company.

(B) Redemptions

Payment of redemption proceeds will normally be made by electronic transfer to the account of the redeeming Shareholder at the risk and expense of the Shareholder within three (3) Business Days of the relevant Dealing Day and, in all cases, will be paid within ten (10) Banking Days (i.e. Luxembourg business days) of the Dealing Deadline for the relevant Dealing Day.

No redemption fees will be charges in relation to any Class.

15. DISCLOSURES

(i) SFTR

This Sub-Fund will not use SFT, total return swaps or other financial derivative instruments with similar characteristics. Should the Sub-Fund decide to use such type of transactions in the future, this Appendix will be updated accordingly in accordance with the requirements of SFTR.

(ii) SFDR

The Sub-Fund promotes sustainable aspects in line with Article 8 of the SFDR. In line with this classification, the Sub-Fund product promotes environmental or social characteristics but does not have sustainable investment as its objective.

The Sub-Fund does not consider principal adverse impacts ("**PAIs**") on sustainability factors for the following reasons:

1. Data Availability and Consistency: Chinese companies' disclosure of PAI-related data, particularly on metrics required under the SFDR framework, may be limited and may lacks consistency. This presents challenges in evaluating principal adverse impacts with the level of rigor and transparency that the Sub-Fund upholds.

2. Focused Decarbonization Solutions: The Sub-Fund's investment strategy is highly targeted, concentrating on companies contributing to or benefiting from the decarbonization of the Chinese and global economy. This specific focus does not necessarily encompass all PAI metrics, some of which may be less relevant to the Sub-Fund's strategic goals.

During the acquisition process the Investment Manager thoroughly considers not only the risk / return profile of a potential investment but also the sustainability risk profile of companies.

Given the Sub-Fund's objective of investing in companies providing decarbonizing solutions, sustainability risks are assessed in terms of a company's adaptability to evolving environmental standards, regulatory changes, and demand for low-carbon solutions. Companies with high exposure to carbon-intensive practices or weak governance practices are scrutinized closely, as these factors may increase volatility and reduce potential returns due to regulatory penalties, reputational impacts, or increased operational costs. By systematically assessing these risks, the Investment Manager aims to identify companies with the capacity to navigate and capitalize on the transition to a low-carbon economy

INFORMATION ABOUT THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS OF THE SUB-FUND IS AVAILABLE IN ANNEX TO THE PROSPECTUS.

(iii) Taxonomy Regulation

In addition, under Regulation (EU) 2020/852 (the **Taxonomy Regulation**) a financial product categorized in accordance with Article 8(1) SFDR that promotes environmental characteristics must make additional disclosures as of 1 January 2022 on such objective and a description of how and to what extent its investments are in economic activities that qualify as environmentally sustainable under Article 3 of the Taxonomy Regulation. However, due to the absence of reliable, timely and verifiable data, the Sub-Fund is unable to make required disclosures as of 1 January 2022. The Sub-Fund does not commit to making a minimum proportion of investments which qualify as environmentally sustainable under Article 3 of the Taxonomy Regulation. Taking into account the recent and evolving aspects of sustainable finance at the European level, such information will be updated once the Management Company has the necessary data. An update of the prospectus will be made where relevant to describe how and to what extent the investments underlying the financial product are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation.

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities.

The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

(iv) Benchmark

The Sub-Fund pursues an actively managed investment strategy. It is not managed in reference to a benchmark.

The Sub-Fund uses MSCI China USD Price Return index (M3CN Index) only for performance comparison.

The Investment Manager is not in any way constrained by this comparison in its portfolio positioning and the deviation of the portfolio positioning from MSCI China USD Price Return index (M3CN Index) may be complete or significant.

MSCI China USD Price Return index (M3CN Index) is not a benchmark within the meaning of Article 3 of the Benchmark Regulation.

Shareholders should note this benchmark shown for performance comparison purposes only may change over time and that the Prospectus will be updated accordingly.

ANNEX

Pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of SFDR and Article 6, first paragraph, of the Taxonomy Regulation

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Product name: Gate CM Fund SICAV – China Decarbonization Solutions 2060

Legal entity identifier: 875500EUZYLBYTLL7242

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

Yes

No

It will make a minimum of **sustainable investments with an environmental objective: ___%**

- in economic activities that qualify as environmentally sustainable under the EU Taxonomy
- in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective: ___%**

It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments

- with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
- with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
- with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments**



What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund's investment objective is to invest in Chinese companies that contribute to and/or benefit from the decarbonization of the Chinese and/or the global economy, which may have a potential margin of development from an ESG perspective.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

● ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicator used is the carbon footprint. It is measured as the weighted average carbon intensity, in tons of CO2 per million USD of sales. This means that the portfolio scoring shall be better than the scoring of the investment universe.

● ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The Sub-Fund promotes environmental and/or social characteristics but does not intend to make sustainable investments.

● ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

Not applicable.

— ***How have the indicators for adverse impacts on sustainability factors been taken into account?***

Not applicable.

— ***How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?***

Not applicable.

The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.



Does this financial product consider principal adverse impacts on sustainability factors?

Yes, _____

No

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.



What investment strategy does this financial product follow?

The investment strategy of the Sub-Fund is to invest in the Chinese equity market, without index constraints, through active management.

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?

The Sub-Fund integrates E/S factors through a combination of the following:

- asset allocation with at least 80% of the portfolio with a scoring strictly higher than C- under the criteria “Emissions Score” of LSEG (best-in universe approach), the scoring scale going from A+ to D- with A+ being the best scoring and D- the worst scoring;
- integration of ESG factors in the investment process;
- integration of environmental and social standards using EU Paris-Aligned Benchmarks (PAB) exclusion criteria as defined in Article 12(1)(a) to (c) of CDR (EU) 2020/1818 with regards to:
 - products (including controversial weapons, tobacco, palm oil and fossil fuel),
 - business practices that the Company believes to be detrimental to society and incompatible with sustainable investment strategies (adherence to the UN Global Compact Principles),
 - specific sectors such as the coal and tobacco industries,
 - companies involved in very severe controversies.

PAB exclusions overview:

Criterion	Short description	Revenue Threshold
Controversial weapons	Companies involved in any activities related to controversial weapons of controversial weapons (antipersonnel mines, cluster bombs, biological/chemical weapons, depleted uranium and nuclear weapons)	0%
Tobacco	Companies involved in the cultivation, production and sale of tobacco	0%
Violation of the Global Compact Principles and severe controversies	Companies involved in severe violations of human rights or that breach one of the UN Global Compact Principles or breaches OECD principles	0%
Hard coal and lignite	Companies involved in the exploration, mining, extraction, distribution or refining of hard coal and lignite	>1%
Oil	Companies involved in the exploration, extraction, distribution or refining of oil fuels	>10%
Gaseous fuels	Companies involved in the exploration, extraction, manufacturing or distribution of gaseous fuels	>50%
Coal electricity generation	Companies that simultaneously have a significant involvement in the coal business and lack a solid transition strategy towards a low-carbon economy	>50% of revenue with a GHC intensity of more than 100g CO ₂ e/kWh

The Investment Manager follows a “best in universe” approach with the objective to have an overall ESG score (weighted average of each ESG rating) higher than the Investment Universe. This metric is reviewed and disclosed every year.

It is understood that such Investment Universe:

- does not have any specific ESG criteria,
- is not sufficiently mature in terms of information available on the market from an ESG perspective and
- consists of Chinese companies, which are not necessarily tilted towards ESG,
- consists of all companies tradable on the Chinese Stock Connect with a minimum market capitalization of USD 1 billion.

More information can be found in our Exclusion Policy and Sustainability Risk policy available on <https://gatecapitalmanagement.com/about/esg/>

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

● **What is the policy to assess good governance practices of the investee companies?**

The analysis of good governance is part of the ESG scoring provided by the Investment Manager's ESG data supplier (LSEG). It is also one of the key pillar of the Investment Manager's bottom up approach (fundamental analysis).

In addition, the average independency rate within the governing bodies of the Chinese companies in which the Sub-Fund invests shall be higher than the relevant percentage of the investment universe.



What is the asset allocation planned for this financial product?

The Sub-Fund invests at least 80% of its net assets in equities of companies either headquartered in, or generating the majority of their revenue from the People's Republic of China having a market capitalization of USD 1 billion.

The Sub-Fund may invest in equity securities traded on the following markets: onshore market via the China Connect scheme for China A-shares and offshore markets for H-shares.

The Sub-Fund may invest up to 20% of its assets in Money Market Instruments or in units and/or shares of UCITS and/or Other UCIs investing in Money Market Instruments or in cash.

The Sub-Fund uses a conviction investment strategy applying quality criteria when investing in companies. Moreover, these companies must contribute or benefit from the decarbonization trend in the People's Republic of China.

During the acquisition process the Sub-Fund thoroughly considers not only the risk / return profile of a potential investments but also environmental, social and governance (ESG) criteria.

On a temporary basis and due to exceptionally unfavourable circumstances as determined by the Investment Manager at its sole discretion, the Sub-Fund may invest up to 100% of its net assets in deposits, Money Market Instruments and in units and/or shares of UCITS and/or Other UCIs investing in Money Market Instruments or in cash, if the Investment Manager believes that this is in the best interest of shareholders.

The Sub-Fund may invest up to 10% of its total assets in units and/or shares of UCITS and/or Other UCIs.

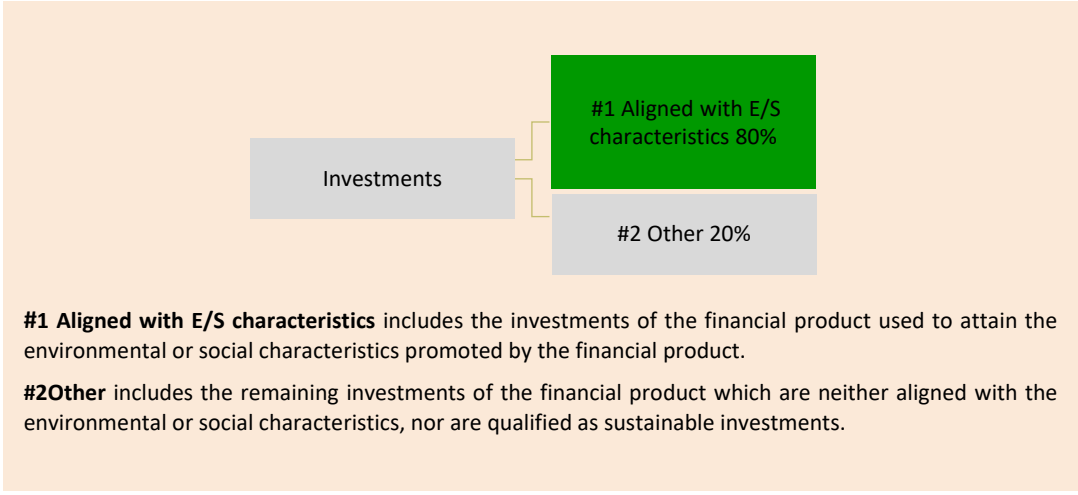
#1: 80% of the portfolio will be aligned with environmental and/or social characteristics.

#2: 20% of the portfolio will be invested in securities from issuers with no relevant information and in cash.

Asset allocation describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

Derivatives are not used to attain any environmental and/or social targets. The Sub-Fund only use derivatives to hedge the portfolio against drawdowns and/or for investment purposes.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable.

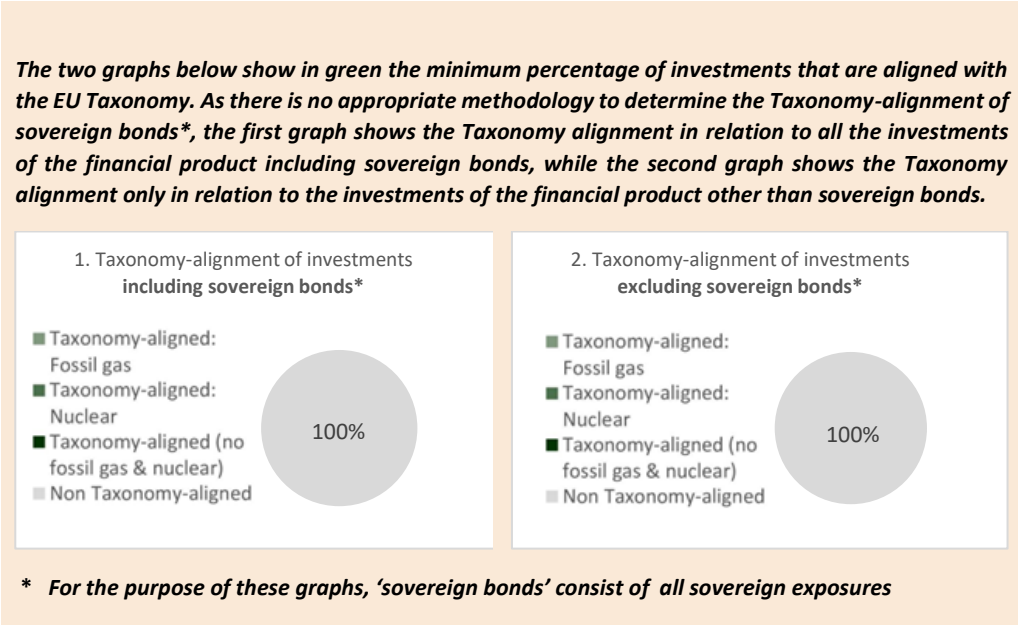
● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

- Yes
 - In fossil gas
 - In nuclear energy
- No

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.



● **What is the minimum share of investments in transitional and enabling activities?**

Not applicable

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

● **What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

Not applicable.

● **What is the minimum share of socially sustainable investments?**

Not applicable.

● **What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

Cash and securities from issuers with not enough environmental, social or governance data.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

The Sub-Fund does not have a reference benchmark to determine whether it is aligned with the environmental and/or social characteristics that it promotes. The Sub-Fund only uses the MSCI China USD Price Return Index (M3CN Index) as a point of reference against which the performance of the Sub-Fund may be measured, but not from an environmental and/or social perspective.

- ***How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?***

Not applicable.

- ***How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?***

Not applicable.

- ***How does the designated index differ from a relevant broad market index?***

Not applicable.

- ***Where can the methodology used for the calculation of the designated index be found?***

Not applicable.



Where can I find more product specific information online?

More product-specific information can be found on the website:

<https://gatecapitalmanagement.com/about/esg/>